UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2014

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File Number: 0-23837

SurModics, Inc.
(Exact name of registrant as specified in its charter)

MINNESOTA **(State of incorporation)**	**41-1356149** **(I.R.S. Employer Identification No.)**

9924 West 74th Street
Eden Prairie, Minnesota 55344
(Address of principal executive offices) (Zip Code)

Registrant’s telephone number, including area code: (952) 500-7000

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the registrant’s Common Stock, $.05 par value per share, outstanding as of January 30, 2015 was 12,939,333.

TABLE OF CONTENTS

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

SurModics, Inc. and Subsidiaries

Condensed Consolidated Balance Sheets

(in thousands, except share and per share data)	December 31, 2014	September 30, 2014
	(Unaudited)	
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 26,560	$ 43,511
Available-for-sale securities	4,125	3,040
Accounts receivable, net of allowance for doubtful accounts of $30 and $42 as of December 31, 2014 and September 30, 2014, respectively	4,442	4,751
Inventories	2,829	2,817
Deferred tax assets	360	394
Prepaids and other	712	751
Current assets of discontinued operations	—	16
Total Current Assets	39,028	55,280
Property and equipment, net	12,674	13,133
Available-for-sale securities	16,933	16,823
Deferred tax assets	5,741	6,718
Intangible assets, net	2,760	2,946
Goodwill	8,010	8,010
Other assets, net	1,979	1,979
Total Assets	$ 87,125	$ 104,889
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 1,529	$ 1,028
Accrued liabilities:		
Compensation	902	2,061
Accrued other	1,056	881
Deferred revenue	52	52
Current liabilities of discontinued operations	—	45
Total Current Liabilities	3,539	4,067
Deferred revenue, less current portion	213	226
Other long-term liabilities	1,722	1,845
Total Liabilities	5,474	6,138
Commitments and Contingencies (Note 16)		
Stockholders' Equity:		
Series A Preferred stock- $.05 par value, 450,000 shares authorized; no shares issued and outstanding	—	—
Common stock- $.05 par value, 45,000,000 shares authorized; 12,938,433 and 13,606,545 shares issued and outstanding, respectively	647	680
Additional paid-in capital	729	2,662
Accumulated other comprehensive income	446	1,528
Retained earnings	79,829	93,881
Total Stockholders' Equity	81,651	98,751
Total Liabilities and Stockholders' Equity	$ 87,125	$ 104,889

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

[Table of Contents](#)

SurModics, Inc. and Subsidiaries
Condensed Consolidated Statements of Income

(In thousands, except per share data)	Three Months Ended December 31, 2014	Three Months Ended December 31, 2013
	(Unaudited)	
Revenue:		
Royalties and license fees	$ 7,275	$ 7,465
Product sales	5,847	5,400
Research and development	1,083	1,018
Total revenue	14,205	13,883
Operating costs and expenses:		
Product costs	1,902	2,004
Research and development	3,576	3,699
Selling, general and administrative	3,693	3,851
Total operating costs and expenses	9,171	9,554
Operating income	5,034	4,329
Other income:		
Investment income, net	57	86
Gain on sale of strategic investment	—	681
Other losses, net	(7)	—
Other income	50	767
Income before income taxes	5,084	5,096
Income tax provision	(1,470)	(1,466)
Net income	$ 3,614	$ 3,630
Basic net income per share	$ 0.27	$ 0.26
Diluted net income per share	$ 0.27	$ 0.26
Weighted average number of shares outstanding:		
Basic	13,225	13,756
Diluted	13,423	14,009

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SurModics, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income

(In thousands)	Three Months Ended December 31, 2014	Three Months Ended December 31, 2013
	(Unaudited)	
Net income	$ 3,614	$ 3,630
Other comprehensive loss, net of tax:		
Unrealized holding losses on available-for-sale securities arising during the period	(1,089)	(33)
Reclassification adjustment for realized losses included in net income	7	—
Other comprehensive loss	(1,082)	(33)
Comprehensive income	$ 2,532	$ 3,597

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Table of Contents

SurModics, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows

(in thousands)	Three Months Ended December 31, 2014	2013
	(Unaudited)	
Operating Activities:		
Net income	$ 3,614	$ 3,630
Adjustments to reconcile net income to net cash provided by operating activities from continuing operations:		
Depreciation and amortization	683	697
Stock-based compensation	525	813
Deferred tax	1,025	395
Loss (gain) on sales of available-for-sale securities, net and strategic investment	7	(681)
Excess tax benefit from stock-based compensation plans	(453)	(690)
Other	(39)	—
Change in operating assets and liabilities:		
Accounts receivable	309	222
Inventories	(12)	496
Prepaids and other	(34)	62
Accounts payable and accrued liabilities	(508)	(1,641)
Income taxes	413	947
Net cash provided by operating activities from continuing operations	5,530	4,250
Investing Activities:		
Purchases of property and equipment	(41)	(56)
Cash proceeds from sales of property and equipment	41	—
Purchases of available-for-sale securities	(3,252)	(2,938)
Sales and maturities of available-for-sale securities	973	2,867
Cash transferred to discontinued operations	(45)	(13)
Cash received from sale of a strategic investment	—	681
Net cash (used in) provided by investing activities from continuing operations	(2,324)	541
Financing Activities:		
Excess tax benefit from stock-based compensation plans	453	690
Issuance of common stock	115	61
Repurchase of common stock	(20,000)	(9,424)
Purchase of common stock to pay employee taxes	(725)	(1,097)
Net cash used in financing activities from continuing operations	(20,157)	(9,770)
Net cash used in continuing operations	(16,951)	(4,979)
Discontinued Operations:		
Net cash used in operating activities	(45)	(13)
Net cash provided by financing activities	45	13
Net cash provided by discontinued operations	—	—
Net change in cash and cash equivalents	(16,951)	(4,979)
Cash and Cash Equivalents:		
Beginning of period	43,511	15,495
End of period	$ 26,560	$10,516
Supplemental Information:		
Cash paid for income taxes	$ 31	$ 124
Noncash transactions – acquisition of property and equipment on account	$ 12	$ 123
Noncash transactions – share repurchase accrual	$ —	$ 513
Noncash transactions – issuance of shares associated with long-term incentive plan	$ 2,063	$ 2,756

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SurModics, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
Period Ended December 31, 2014
(Unaudited)

1. Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S.") ("GAAP") and, in the opinion of management, reflect all adjustments, consisting of normal recurring adjustments, needed to fairly present the financial results of SurModics, Inc. and subsidiaries ("SurModics" or the "Company") for the periods presented. These financial statements include some amounts that are based on management's best estimates and judgments. These estimates may be adjusted as more information becomes available, and any adjustment could be significant. The impact of any change in estimates is included in the determination of earnings in the period in which the change in estimate is identified. The results of operations for the three months ended December 31, 2014 are not necessarily indicative of the results that may be expected for the entire 2015 fiscal year.

In accordance with the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"), the Company has omitted footnote disclosures that would substantially duplicate the disclosures contained in the audited financial statements of the Company. These unaudited condensed consolidated financial statements should be read together with the audited consolidated financial statements for the fiscal year ended September 30, 2014, and footnotes thereto included in the Company's Form 10-K as filed with the SEC on December 5, 2014.

2. Key Accounting Policies

Revenue recognition

The Company recognizes revenue when all of the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) shipment has occurred or delivery has occurred if the terms specify destination; (3) the sales price is fixed or determinable; and (4) collectability is reasonably assured. When there are additional performance requirements, revenue is recognized when all such requirements have been satisfied. Under revenue arrangements with multiple deliverables, the Company recognizes each separable deliverable as it is earned.

The Company derives its revenue from three primary sources: (1) royalties and license fees from licensing its proprietary drug delivery and surface modification technologies and *in vitro* diagnostic formats to customers; (2) the sale of reagent chemicals to licensees and the sale of stabilization products, antigens, substrates and surface coatings to the diagnostic and biomedical research markets; and (3) research and commercial development fees generated on customer projects.

Royalties and license fees. The Company licenses technology to third parties and collects royalties. Royalty revenue is generated when a customer sells products incorporating the Company's licensed technologies. Royalty revenue is recognized as licensees report it to the Company, and payment is typically submitted concurrently with the report. For stand-alone license agreements, up-front license fees are recognized over the term of the related licensing agreement. Minimum royalty fees are recognized in the period earned.

Revenue related to a performance milestone is recognized upon the achievement of the milestone, as defined in the respective agreements and provided the following conditions have been met:

- The milestone payment is non-refundable;
- The milestone involved a significant degree of risk, and was not reasonably assured at the inception of the arrangement;
- Accomplishment of the milestone involved substantial effort;
- The amount of the milestone payment is commensurate with the related effort and risk; and
- A reasonable amount of time passed between the initial license payment and the first and subsequent milestone payments.

If these conditions have not been met, the milestone payment is deferred and recognized over the term of the agreement.

Product sales. Product sales to third parties consist of direct and distributor sales and are recognized at the time of shipment. The Company's sales terms provide no right of return outside of the standard warranty policy. Payment terms are generally set at 30-45 days.

Research and development. The Company performs third-party research and development activities, which are typically provided on a time and materials basis. Generally, revenue for research and development is recorded as performance progresses under the applicable contract.

Arrangements with multiple deliverables. Revenue arrangements with multiple deliverables require the Company to:

(i) disclose whether multiple deliverables exist, how the deliverables in an arrangement should be separated, and how the consideration should be allocated;

(ii) allocate revenue in an arrangement using estimated selling prices ("ESP") of deliverables if a vendor does not have vendor-specific objective evidence of selling price ("VSOE") or third-party evidence of selling price ("TPE"); and

(iii) allocate revenue using the relative selling price method.

The Company accounts for revenue using a multiple attribution model in which consideration allocated to research and development activities is recognized as performed, and milestone payments are recognized when the milestone events are achieved, when such activities and milestones are deemed substantive. Accordingly, in situations where a unit of accounting includes both a license and research and development activities, and when a license does not have stand-alone value, the Company applies a multiple attribution model in which consideration allocated to the license is recognized ratably, consideration allocated to research and development activities is recognized as performed and milestone payments are recognized when the milestone events are achieved, when such activities and milestones are deemed substantive.

The Company enters into license and development arrangements that may consist of multiple deliverables which could include a license(s) to SurModics' technology, research and development activities, manufacturing services, and product sales based on the needs of its customers. For example, a customer may enter into an arrangement to obtain a license to SurModics' intellectual property which may also include research and development activities, and supply of products manufactured by SurModics. For these services provided, SurModics could receive upfront license fees upon signing of an agreement and granting the license, fees for research and development activities as such activities are performed, milestone payments contingent upon advancement of the product through development and clinical stages to successful commercialization, fees for manufacturing services and supply of product, and royalty payments based on customer sales of product incorporating SurModics' technology. The Company's license and development arrangements generally do not have refund provisions if the customer cancels or terminates the agreement. Typically all payments made are non-refundable.

The Company is required to evaluate each deliverable in a multiple element arrangement for separability. The Company is then required to allocate revenue to each separate deliverable using a hierarchy of VSOE, TPE, or ESP. In many instances, the Company is not able to establish VSOE for all deliverables in an arrangement with multiple elements. This may be a result of the Company infrequently selling each element separately or having a limited history with multiple element arrangements. When VSOE cannot be established, the Company attempts to establish a selling price of each element based on TPE. TPE is determined based on competitor prices for similar deliverables when sold separately.

When the Company is unable to establish a selling price using VSOE or TPE, the Company uses ESP in its allocation of arrangement consideration. The objective of ESP is to determine the price at which the Company would transact a sale if the product or service were sold on a stand-alone basis. ESP is generally used for highly customized offerings.

The Company determines ESP for undelivered elements by considering multiple factors including, but not limited to, market conditions, competitive landscape and past pricing arrangements with similar features. The determination of ESP is made through consultation with the Company's management, taking into consideration the marketing strategies for each business unit.

New Accounting Pronouncements

Accounting Standards to be Adopted

In May 2014, the Financial Accounting Standards Board ("FASB") issued new revenue recognition guidance for recognizing revenue from contracts with customers that provides a five-step analysis of transactions to determine when and how revenue is recognized. The guidance states that a company should recognize revenue which depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to receive in exchange for those goods or services. The new standard will also result in enhanced disclosures about revenue related to the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The standard also requires quantitative and qualitative disclosures about customer contracts, significant judgments and changes in judgments, and assets recognized from the costs to obtain or fulfill a contract. Additionally, the FASB has provided guidance for transactions that were not previously addressed comprehensively, and improved guidance for multiple-element arrangements. This pronouncement is effective for the Company beginning in fiscal 2018 (October 1, 2017), early adoption is not permitted, and can be adopted by the Company either retrospectively (October 1, 2015) or as a cumulative-effect adjustment as of the date of adoption. The Company is currently evaluating the impact of adopting this new accounting guidance will have on the Company's results of operations, cash flows and financial position.

No other new accounting pronouncement issued or effective has had, or is expected to have, a material impact on the Company's consolidated financial statements.

3. Discontinued Operations

Beginning with the first quarter of fiscal 2012, the results of operations, cash flows, assets and liabilities of SurModics Pharmaceuticals, Inc. ("SurModics Pharmaceuticals"), which were previously reported in the Pharmaceuticals segment as a separate operating segment, are classified as discontinued operations. There was no condensed consolidated statement of income impact associated with discontinued operations for the three months ended December 31, 2014 and 2013. Total assets and liabilities of discontinued operations were zero as of December 31, 2014 and insignificant as of September 30, 2014.

4. Fair Value Measurements

The accounting guidance on fair value measurements defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements. The guidance is applicable for all financial assets and financial liabilities and for all nonfinancial assets and nonfinancial liabilities recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). Fair value is defined as the exchange price that would be received from selling an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and also considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions and risk of nonperformance.

Fair Value Hierarchy

Accounting guidance on fair value measurements requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities.

The Company's Level 1 assets consisted of its investment in Intersect ENT, Inc. ("Intersect ENT") and certain U.S. government and government agency obligations. The fair market value of the Intersect ENT investment was based on the quoted price of Intersect ENT shares as traded on the NASDAQ Global Market Stock Exchange. The fair market value of certain U.S. government and government agency obligations were based on observable prices in highly active treasury and agency security markets for identical securities.

Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

The Company's Level 2 assets consist of money market funds, commercial paper instruments, certain U.S. Treasury securities, corporate bonds, municipal bonds, certain U.S. government agency securities, government agency and municipal securities and certain asset-backed and mortgage-backed securities. Fair market values for these assets are based on quoted vendor prices and broker pricing where all significant inputs are observable. The Company performs limited tests of the quoted vendor prices based on available U.S. government security pricing on government websites as a means of validating the third party pricing. To ensure the accuracy of quoted vendor prices and broker pricing, the Company performs regular reviews of investment returns to industry benchmarks and sample tests of individual securities to validate quoted vendor prices with other available market data.

Level 3 — Unobservable inputs to the valuation methodology that are supported by little or no market activity and that are significant to the measurement of the fair value of the assets or liabilities. Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques, as well as significant management judgment or estimation.

There were no Level 3 assets at December 31, 2014, September 30, 2014 or December 31, 2013 and there was no Level 3 activity in each of the first quarters of fiscal 2015 and fiscal 2014.

In valuing assets and liabilities, the Company is required to maximize the use of quoted market prices and minimize the use of unobservable inputs. The Company changed its valuation techniques from prior periods in the first quarter of fiscal 2015 to classify certain U.S. government and government agency obligations as Level 1 based on observable prices in highly active treasury and agency security markets for identical securities.

Table of Contents

Assets and Liabilities Measured at Fair Value on a Recurring Basis

In instances where the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability. The following table presents information about the Company's assets and liabilities measured at fair value on a recurring basis as of December 31, 2014:

(Dollars in thousands)	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value as of December 31, 2014
Assets:				
Cash equivalents	$ —	$ 22,373	$ —	$ 22,373
Available-for-sale equity securities	464	—	—	464
Available-for-sale debt securities:				
U.S. government and government agency obligations	8,048	2,183	—	10,231
Mortgage-backed securities	—	5,376	—	5,376
Municipal bonds	—	895	—	895
Asset-backed securities	—	2,262	—	2,262
Corporate bonds	—	1,830	—	1,830
Total assets measured at fair value	$ 8,512	$ 34,919	$ —	$ 43,431

The following table presents information about the Company's assets and liabilities measured at fair value on a recurring basis as of September 30, 2014:

(Dollars in thousands)	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value as of September 30, 2014
Assets:				
Cash equivalents	$ —	$ 40,100	$ —	$ 40,100
Available-for-sale equity securities	1,550	—	—	1,550
Available-for-sale debt securities:				
U.S. government and government agency obligations	—	7,394	—	7,394
Mortgage-backed securities	—	5,545	—	5,545
Municipal bonds	—	1,175	—	1,175
Asset-backed securities	—	2,369	—	2,369
Corporate bonds	—	1,830	—	1,830
Total assets measured at fair value	$ 1,550	$ 58,413	$ —	$ 59,963

Valuation Techniques

The valuation techniques used to measure the fair value of assets are as follows:

Cash equivalents — These assets are classified as Level 2 and are carried at historical cost which is a reasonable estimate of fair value because of the relatively short time between origination of the instrument and its expected realization.

Available-for-sale equity securities — This asset is classified as Level 1 and represents the Company's investment in Intersect ENT. This investment is valued based on the quoted market price of Intersect ENT shares.

Available-for-sale debt securities — These securities are classified as Level 1 or Level 2 and include various types of debt securities. These securities are valued based on quoted vendor prices in active markets underlying the securities.

5. Investments

Investments consist principally of U.S. government and government agency obligations, mortgage-backed securities and corporate and municipal securities and are classified as available-for-sale at December 31, 2014 and September 30, 2014. Available-for-sale securities are reported at fair value with unrealized gains and losses, net of tax, excluded from the condensed consolidated statements of income and reported in the condensed consolidated statements of comprehensive income as well as a separate component of stockholders' equity in the condensed consolidated balance sheets, except for other-than-temporary impairments, which are reported as a charge to current earnings. A loss would be recognized when there is an other-than-temporary impairment in the fair value of any individual security classified as available-for-sale, with the associated net unrealized loss reclassified out of accumulated other comprehensive income with a corresponding adjustment to other income. This adjustment results in a new cost basis for the investment. Investments for which management has the intent and ability to hold to maturity are classified as held-to-maturity and reported at amortized cost. When an other-than-temporary impairment in the fair value of any individual security classified as held-to-maturity occurs, the Company writes down the security to fair value with a corresponding adjustment to other income. Interest earned on debt securities, including amortization of premiums and accretion of discounts, is included in other income. Realized gains and losses from the sales of debt securities, which are included in other income, are determined using the specific identification method.

The amortized cost, unrealized holding gains and losses, and fair value of available-for-sale securities as of December 31, 2014 and September 30, 2014 were as follows:

	December 31, 2014			
(Dollars in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. government and government agency obligations	$ 10,228	$ 13	$ (10)	$ 10,231
Mortgage-backed securities	5,402	51	(77)	5,376
Municipal bonds	895	3	(3)	895
Asset-backed securities	2,265	2	(5)	2,262
Corporate bonds	1,827	5	(2)	1,830
Equity securities	2	462	—	464
Total	$ 20,619	$ 536	$ (97)	$ 21,058

	September 30, 2014			
(Dollars in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. government and government agency obligations	$ 7,397	$ 12	$ (15)	$ 7,394
Mortgage-backed securities	5,576	43	(74)	5,545
Municipal bonds	1,173	5	(3)	1,175
Asset-backed securities	2,370	3	(4)	2,369
Corporate bonds	1,829	6	(5)	1,830
Equity securities	2	1,548	—	1,550
Total	$ 18,347	$ 1,617	$ (101)	$ 19,863

As of December 31, 2014 and September 30, 2014, the Company concluded that the unrealized losses related to the available-for-sale securities shown above were not other-than-temporary as the Company does not have the intent to sell, nor is it more likely than not that the Company will be required to sell, before recovery of their amortized cost.

The amortized cost and fair value of available-for-sale debt securities, by contractual maturity, at December 31, 2014 were as follows:

(Dollars in thousands)	Amortized Cost	Fair Value
Debt securities due within:		
One year	$ 3,655	$ 3,662
One to five years	11,151	11,148
Five years or more	5,811	5,784
Total	$ 20,617	$ 20,594

The following table summarizes sales of available-for-sale debt securities:

	Three months ended December 31	
(Dollars in thousands)	2014	2013
Proceeds from sales	$ 973	$ 2,867
Gross realized gains	$ —	$ —
Gross realized losses	$ (7)	$ —

6. Inventories

Inventories are principally stated at the lower of cost or market using the specific identification method and include direct labor, materials and overhead, with cost of product sales determined on a first-in, first-out basis. Inventories consisted of the following components:

(Dollars in thousands)	December 31, 2014	September 30, 2014
Raw materials	$ 1,097	$ 1,056
Finished products	1,732	1,761
Total	$ 2,829	$ 2,817

7. Other Assets

Other assets consist principally of strategic investments as follows:

(Dollars in thousands)	December 31, 2014	September 30, 2014
CeloNova BioSciences, Inc.	$ 1,500	$ 1,500
ViaCyte, Inc.	479	479
Other assets, net	$ 1,979	$ 1,979

The Company accounts for all of its strategic investments under the cost method as of December 31, 2014 and September 30, 2014.

In February 2011, the stent technology of Nexeon MedSystems, Inc. (“Nexeon”) was acquired by CeloNova BioSciences, Inc. (“CeloNova”). Prior to the acquisition by CeloNova, Nexeon created a wholly-owned subsidiary, Nexeon Stent, to hold the company’s stent-related assets. Nexeon distributed to its stockholders the Nexeon Stent stock which was exchanged for Series B-1 preferred shares of CeloNova. CeloNova is a privately-held Texas-based medical technology company that is marketing a variety of medical products. The Company’s investment in CeloNova, which is accounted for under the cost method, represents less than a 2% ownership interest. The Company does not exert significant influence over CeloNova’s operating or financial activities.

The Company has invested a total of $5.3 million in ViaCyte, Inc. (“ViaCyte”), a privately-held California-based biotechnology firm that is developing a unique treatment for diabetes using coated islet cells, the cells that produce insulin in the human body. In fiscal 2006, the Company determined that its investment in ViaCyte was impaired and that the impairment was other than temporary. Accordingly, the Company recorded an impairment loss of $4.7 million. In the second quarter of fiscal 2013, the Company recorded an additional other-than-temporary impairment loss on this investment totaling $0.1 million based on a current financing round and market valuations. The balance of the investment of $0.5 million, which is accounted for under the cost method, represents less than a 1% ownership interest. The Company does not exert significant influence over ViaCyte's operating or financial activities.

The total carrying value of cost method investments is reviewed quarterly for changes in circumstances or the occurrence of events that suggest the Company's investment may not be recoverable. The fair value of cost method investments is not adjusted if there are no identified events or changes in circumstances that may have a material adverse effect on the fair value of the investment.

8. Intangible Assets

Intangible assets consist principally of acquired patents and technology, customer relationships, licenses and trademarks. For the three months ended December 31, 2014 and 2013, the Company recorded amortization expense of $0.2 million for each period.

Intangible assets consisted of the following:

(Dollars in thousands)	December 31, 2014 Weighted Average Original Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net
Definite-lived intangible assets:				
Customer lists	9.0	$ 4,857	$ (3,948)	$ 909
Core technology	8.0	530	(491)	39
Patents and other	16.8	2,256	(1,024)	1,232
Subtotal		7,643	(5,463)	2,180
Unamortized intangible assets:				
Trademarks		580	—	580
Total		$ 8,223	$ (5,463)	$2,760

(Dollars in thousands)	September 30, 2014 Weighted Average Original Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net
Definite-lived intangible assets:				
Customer lists	9.0	$ 4,857	$ (3,813)	$1,044
Core technology	8.0	530	(475)	55
Patents and other	16.8	2,256	(989)	1,267
Subtotal		7,643	(5,277)	2,366
Unamortized intangible assets:				
Trademarks		580	—	580
Total		$ 8,223	$ (5,277)	$2,946

Based on the intangible assets in service as of December 31, 2014, estimated amortization expense for the remainder of fiscal 2015 and each of the next five fiscal years is as follows ***(Dollars in thousands)***:

Remainder of 2015	$ 546
2016	594
2017	183
2018	137
2019	137
2020	137

Future amortization amounts presented above are estimates. Actual future amortization expense may be different, as a result of future acquisitions, impairments, changes in amortization periods, or other factors.

9. Goodwill

Goodwill represents the excess of the cost of an acquired entity over the fair value assigned to the assets purchased and liabilities assumed in connection with a business acquisition. Goodwill is not amortized but is subject, at a minimum, to annual tests for impairment in accordance with accounting guidance for goodwill. The carrying amount of goodwill is evaluated annually, and between annual evaluations if events occur or circumstances change indicating that the carrying amount of goodwill may be impaired.

The $8.0 million of goodwill at December 31, 2014 and September 30, 2014 is related to the In Vitro Diagnostics reporting unit and represents the gross value from the acquisition of BioFX Laboratories, Inc. ("BioFX") in 2007. The goodwill was not impaired based on the outcome of the fiscal 2014 annual impairment test, and there have been no events or circumstances that have occurred in the first quarter of fiscal 2015 associated with the In Vitro Diagnostics reporting unit to indicate that the goodwill should be impaired.

10. Stock-based Compensation Plans

The Company has stock-based compensation plans under which it grants stock options, restricted stock awards, performance share awards, restricted stock units and deferred stock units. Accounting guidance requires all share-based payments to be recognized as an operating expense, based on their fair values, over the requisite service period.

The Company's stock-based compensation expenses were allocated to the following expense categories:

(Dollars in thousands)	Three months ended December 31 2014	Three months ended December 31 2013
Product costs	$ 7	$ 4
Research and development	61	52
Selling, general and administrative	457	757
Total	$ 525	$ 813

As of December 31, 2014, approximately $2.9 million of total unrecognized compensation costs related to non-vested awards is expected to be recognized over a weighted average period of approximately 2.3 years. The unrecognized compensation costs above include $0.2 million based on payout levels associated with performance share awards that are currently anticipated to be expensed because the performance conditions are expected to be met at or above minimum threshold levels.

Stock Option Awards

The Company uses the Black-Scholes option pricing model to determine the weighted average grant date fair value of stock options granted. The weighted average per share fair values of stock options granted during the three months ended December 31, 2014 and 2013 were $7.22 and $8.80, respectively. The assumptions used as inputs in the model were as follows:

	Three months ended December 31 2014	Three months ended December 31 2013
Risk-free interest rates	1.4%	1.2%
Expected life (years)	4.5	4.6
Expected volatility	43.3%	45.1%
Dividend yield	0.0%	0.0%

The risk-free interest rate assumption was based on the U.S. Treasury's rates for U.S. Treasury zero-coupon bonds with maturities similar to those of the expected term of the award. The expected life of options granted is determined based on the Company's experience. Expected volatility is based on the Company's stock price movement over a period approximating the expected term. Based on management's judgment, dividend rates are expected to be zero for the expected life of the options. The Company also estimates forfeitures of options granted, which are based on historical experience.

Non-qualified stock options are granted at fair market value on the date of grant. Non-qualified stock options expire in seven to ten years or upon termination of employment or service as a Board member. With respect to members of our Board, non-qualified stock options generally become exercisable on a pro-rata basis within the one-year period following the date of grant. With respect to our employees, non-qualified stock options generally become exercisable with respect to 25% of the shares on each of the first four anniversaries following the grant date.

The total pre-tax intrinsic value of options exercised during the three months ended December 31, 2014 and 2013 was $0.1 million and $0.5 million, respectively. The intrinsic value represents the difference between the average exercise price and the fair market value of the Company's common stock on the last day of the respective fiscal period end.

Restricted Stock Awards

The Company has entered into restricted stock agreements with certain key employees, covering the issuance of common stock (“Restricted Stock”). Under accounting guidance these shares are considered to be non-vested shares. The Restricted Stock is released to key employees if they are employed by the Company at the end of the vesting period. Compensation has been recognized for the estimated fair value of the common shares and is being expensed over the vesting term. The stock-based compensation table above includes Restricted Stock expenses recognized related to these awards, which totaled less than $0.1 million in each of the three months ended December 31, 2014 and 2013, respectively.

Performance Share Awards

The Company has entered into performance share agreements with certain key employees and executives, covering the issuance of common stock (“Performance Shares”). The Performance Shares vest upon the achievement of all or a portion of certain performance objectives (which may include financial or project objectives), which must be achieved during the performance period. The Organization and Compensation Committee of the Board of Directors (the “Committee”) approves the performance objective used for our executive compensation programs, which objectives were cumulative earnings per share and cumulative revenue for the three-year performance periods for fiscal 2012 (2012 – 2014), fiscal 2013 (2013 – 2015), fiscal 2014 (2014 – 2016), and cumulative revenue and cumulative EBITDA for fiscal 2015 (2015 – 2017). Assuming that the minimum performance level is attained, the number of shares that may actually vest will vary based on performance from 20% (minimum) to 200% (maximum) of the target number of shares. Shares will be issued to participants as soon as practicable following the end of the performance periods subject to Committee approval and verification of results. The fiscal 2012 awards were finalized in the three months ended December 31, 2014 and resulted in issuance of 98,093 shares (maximum was 124,994 shares) based on the performance objectives and actual results. The compensation cost related to the number of shares to be granted under each performance period is fixed on the grant date, which is the date the performance period begins. Compensation is recognized in each period based on management’s best estimate of the achievement level of actual results compared with the specified performance objectives for Performance Shares. For the three months ended December 31, 2014 and 2013, the Company recognized expense of less than $0.1 million and $0.3 million, respectively. The stock-based compensation table above includes the Performance Shares expenses.

The fair values of the Performance Shares, at target, were $0.9 million in each fiscal year for grants awarded in fiscal 2015, 2014 and 2013, respectively.

The aggregate number of shares that could be awarded to our executives if the minimum, target and maximum performance goals are met, based upon the fair value at the date of grant is as follows:

Performance Period	Minimum Shares	Target Shares	Maximum Shares
Fiscal 2013 - 2015	8,551	42,753	85,506
Fiscal 2014 - 2016	7,861	39,303	78,606
Fiscal 2015 - 2017	8,440	42,199	84,398

1999 Employee Stock Purchase Plan

Under the 1999 Employee Stock Purchase Plan (“Stock Purchase Plan”), the Company is authorized to issue up to 400,000 shares of common stock. All full-time and part-time employees can choose to have up to 10% of their annual compensation withheld, with a limit of $25,000, to purchase the Company’s common stock at purchase prices defined within the provisions of the Stock Purchase Plan. As of December 31, 2014 and September 30, 2014, there was $0.1 million and less than $0.1 million of employee contributions, respectively, included in accrued liabilities in the condensed consolidated balance sheets. Stock compensation expense recognized related to the Stock Purchase Plan for the three months ended December 31, 2014 and 2013 totaled less than $0.1 million in each period. The stock-based compensation table above includes the Stock Purchase Plan expenses.

Restricted Stock and Deferred Stock Units

In the quarter ended December 31, 2014, the Company awarded 10,678 restricted stock units (“RSU”), and has cumulatively awarded 35,512 RSUs to non-employee directors since fiscal 2013 under the 2009 Equity Incentive Plan. There were no forfeitures or issuances in the three months ended December 31, 2014, with forfeitures of 3,417 RSUs and issuance of 2,183 shares of common stock to departed non-employee directors in fiscal 2014. The RSU awards vest on a pro-rata basis over a one-year period. RSU awards are not considered as issued or outstanding common stock of the Company until shares are issued to a non-employee director upon retirement from the Board of Directors. The estimated fair value of the RSU awards was determined based on the closing market price of SurModics’ common stock on the date of grant. Compensation expense has been recognized for the estimated fair value of the common shares and is being expensed over the vesting term. The stock-based compensation table above includes RSU expenses recognized related to these awards, which totaled less than $0.1 million for each of the three months ended December 31, 2014 and 2013.

Directors can also elect to receive their cash retainers for services to the Board of Directors and its committees in deferred stock units ("DSU"). Certain directors elected this option beginning on January 1, 2013, with deferral elections made annually, which has resulted in 1,554 units issued with a total value of $34,000 in the three months ended December 31, 2014. These DSUs are fully vested. The stock-based compensation table above includes DSU expenses recognized related to these awards, which totaled less than $0.1 million and $0.1 million for the three months ended December 31, 2014 and 2013, respectively.

11. Revolving Credit Facility

On November 4, 2013, the Company entered into a three-year $20.0 million secured revolving credit facility. The Company's obligations under the credit facility are secured by substantially all of its and its subsidiaries' assets, other than intellectual property and real estate. Borrowings under the credit facility, if any, will bear interest at a benchmark rate plus a margin ranging from 1.375% to 2.00% based on the Company's leverage ratio. A facility fee is payable on unused commitments at a rate of 0.20% per annum.

On November 5, 2014, the credit facility was amended and modified to increase the size of stock repurchases that may be effected by the Company up to $30.0 million without the consent of the lender.

In connection with the credit facility, the Company is required to maintain financial covenants related to a maximum leverage ratio and a minimum EBITDA amount and nonfinancial covenants. As of December 31, 2014, the Company has no debt outstanding and was in compliance with all financial covenants.

12. Income Per Share Data

Basic income per common share is calculated based on the weighted average number of common shares outstanding during the period. Diluted income per common share is computed by dividing income by the weighted average number of common and common equivalent shares outstanding during the period. The Company's only potentially dilutive common shares are those that result from dilutive common stock options, non-vested stock relating to restricted stock awards, restricted stock units, deferred stock units and performance shares.

The following table sets forth the denominator for the computation of basic and diluted income per share (in thousands):

	Three months ended December 31	
	2014	2013
Basic weighted average shares outstanding	13,225	13,756
Dilutive effect of outstanding stock options, non-vested restricted stock and performance shares	198	253
Diluted weighted average shares outstanding	13,423	14,009

The calculation of weighted average diluted shares outstanding excludes outstanding stock options associated with the right to purchase 0.6 million and 0.4 million shares of common stock for the three months ended December 31, 2014 and 2013, respectively, as their inclusion would have had an antidilutive effect on diluted income per share.

On November 5, 2014, the Company's Board of Directors authorized it to repurchase up to $30.0 million of the Company's outstanding common stock in open-market purchases, privately negotiated transactions, block trades, accelerated share repurchase transactions, tender offers or by any combination of such methods. The authorization has no fixed expiration date. During the three months ended December 31, 2014, the Company repurchased 758,143 shares of common stock for a total of $16.0 million under the $30.0 million November 2014 Board authorization and as of December 31, 2014, $14.0 million remained available for future repurchases under the current authorization. The $14.0 million includes $4.0 million of the initial payment to Wells Fargo in the first quarter of fiscal 2015 under the accelerated share repurchase program discussed below.

On November 11, 2014, the Company entered into an accelerated share repurchase program with Wells Fargo Bank, National Association. In connection with this agreement, the Company made an initial $20.0 million payment to the bank and immediately received an initial delivery of 758,143 shares of its common stock with a fair value of $16.0 million as of the purchase date. Effective as of the date of the initial share purchase, the transaction was accounted for as a share retirement, resulting in a reduction of common stock of less than $0.1 million, additional paid-in capital of $2.5 million and retained earnings of $13.5 million. The remaining $4.0 million of the Company's initial payment was also reported as a reduction in retained earnings. Upon final settlement of the program, the Company may be entitled to receive additional shares of common stock, or, under certain circumstances specified in the program, the Company may be required to deliver shares or remit a settlement amount in cash, at the Company's option. Based on the facts associated with the agreement, the forward contract is indexed to the Company's common stock and meets the U.S. GAAP requirements to be classified as permanent equity. As long as the forward contract continues to meet the requirements to be classified as permanent equity, the Company will not record future changes in its fair value. The Company expects it will continue to meet those requirements through the settlement date.

The accelerated share repurchase program with Wells Fargo expires in the fourth quarter of fiscal 2015; however, the bank has the right to accelerate the end of the purchase period. Upon settlement of the contract, the Company will adjust common stock and either additional paid-in capital or retained earnings, as appropriate, to reflect the final settlement amount. The specific number of shares that the Company will ultimately purchase under the accelerated share purchase agreement will be based on the volume weighted average price ("VWAP") of the Company's common stock during the purchase period, less an agreed upon discount. The maximum amount of shares of common stock the Company can be required to issue to settle the agreement cannot exceed 1,870,907. The Company has sufficient authorized and unissued shares available to deliver the maximum share amount. For every $1.00 increase or decrease in the Company's VWAP, based on a closing stock price of $21.38 on November 11, 2014, the settlement amount will change by approximately 45,000 shares.

During the three months ended December 31, 2013, the Company repurchased 380,011 shares of common stock for a total of $8.9 million pursuant to previously authorized share repurchases.

13. Income Taxes

The Company recorded income tax provisions associated with income from continuing operations of $1.5 million in each of the three months ended December 31, 2014 and 2013, respectively, representing effective tax rates of 28.9% and 28.8%, respectively. The difference between the U.S. federal statutory tax rate of 35% and the Company's effective tax rate for the three months ended December 31, 2014 and 2013 reflects the impact of state income taxes, permanent tax items and discrete tax benefits. The three months ended December 31, 2014 reflects a $0.2 million discrete tax benefit associated with the December 2014 signing of the Tax Increase Prevention Act of 2014 which retroactively reinstated the federal research and development income tax credit which had expired in December 2013. The three months ended December 31, 2013 reflects the impact of a gain related to a Vessix contingent consideration payment which resulted in recognition of tax expense with an offsetting reversal of a capital loss valuation allowance.

The total amount of unrecognized tax benefits including interest and penalties that, if recognized, would affect the effective tax rate as of December 31, 2014 and September 30, 2014, respectively, are $1.0 million and $0.9 million for each period. Currently, the Company does not expect the liability for unrecognized tax benefits to change significantly in the next 12 months with the above balances classified on the condensed consolidated balance sheets in other long-term liabilities. Interest and penalties related to unrecognized tax benefits are recorded in income tax expense.

The Company files income tax returns, including returns for its subsidiaries, in the U.S. federal jurisdiction and in various state jurisdictions. Uncertain tax positions are related to tax years that remain subject to examination. U.S. income tax returns for years prior to fiscal 2011 are no longer subject to examination by federal tax authorities. For tax returns for state and local jurisdictions, the Company is no longer subject to examination for tax years generally before fiscal 2004.

14. Amounts Reclassified Out of Accumulated Other Comprehensive Income

Amounts reclassified out of accumulated other comprehensive income ("AOCI") were less than $0.1 million on a pre-tax basis for each of the three months ended December 31, 2014 and 2013. The amounts reclassified out of AOCI are associated with unrealized losses or gains on available-for-sale securities that were realized on the sale of the securities and are presented in other losses, net in the condensed consolidated statements of income.

15. Operating Segment Information

The accounting standards for reporting information about operating segments define operating segments as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, who is the Company's Chief Executive Officer, in deciding how to allocate resources and in assessing performance. For financial accounting and reporting purposes, the Company reports its results for the two reportable segments as follows: (1) the Medical Device unit, which is comprised of surface modification coating technologies to improve access, deliverability, and predictable deployment of medical devices, as well as drug delivery coating technologies to provide site-specific drug delivery from the surface of a medical device, with end markets that include coronary, peripheral, and neuro-vascular, and urology, among others, and (2) the In Vitro Diagnostics unit, which consists of component products and technologies for diagnostic test kits and biomedical research applications, with products that include protein stabilization reagents, substrates, antigens and surface coatings.

The tables below present segment revenue, operating income from continuing operations and depreciation and amortization, as follows:

(Dollars in thousands)	Three months ended December 31 2014	Three months ended December 31 2013
Revenue:		
Medical Device	$10,635	$10,549
In Vitro Diagnostics	3,570	3,334
Total revenue	$14,205	$13,883
Operating income:		
Medical Device	$ 5,515	$ 5,328
In Vitro Diagnostics	1,098	671
Total segment operating income	6,613	5,999
Corporate	(1,579)	(1,670)
Total operating income	$ 5,034	$ 4,329
Depreciation and amortization:		
Medical Device	$ 270	$ 294
In Vitro Diagnostics	213	214
Corporate	200	189
Total depreciation and amortization	$ 683	$ 697

The Corporate category includes expenses for administrative corporate functions, such as executive, corporate accounting, legal, human resources and Board of Directors related, that have not been fully allocated to the Medical Device and In Vitro Diagnostics segments. Corporate may also include expenses, such as litigation, which are not specific to a segment and thus not allocated to the operating segments.

Asset information by segment is not presented because the Company does not provide its chief operating decision maker assets by segment, as the data is not readily available.

16. Commitments and Contingencies

Litigation. From time to time, the Company has been, and may become, involved in various legal actions involving its operations, products and technologies, including intellectual property and employment disputes. The outcomes of these legal actions are not within the Company’s complete control and may not be known for prolonged periods of time. In some actions, the claimants seek damages, as well as other relief, including injunctions barring the sale of products that are the subject of the lawsuit, which, if granted, could require significant expenditures or result in lost revenue. The Company records a liability in the consolidated financial statements for these actions when a loss is known or considered probable and the amount can be reasonably estimated. If the reasonable estimate of a known or probable loss is a range, and no amount within the range is a better estimate, the minimum amount of the range is accrued. If a loss is possible but not known or probable, and can be reasonably estimated, the estimated loss or range of loss is disclosed. In most cases, significant judgment is required to estimate the amount and timing of a loss to be recorded.

InnoRx, Inc. In January 2005, the Company entered into a merger agreement whereby SurModics acquired all of the assets of InnoRx, Inc. (“InnoRx”), an early stage company developing drug delivery devices and therapies for the ophthalmology market. SurModics will be required to issue up to approximately 480,059 additional shares of its common stock to the stockholders of InnoRx upon the successful completion of the remaining development and commercial milestones involving InnoRx technology acquired in the transaction. The Company has not recorded any accrual for this contingency as of December 31, 2014 as the milestones have not been achieved and the probability of achievement is low.

InnoCore Technologies BV. In March 2006, the Company entered into a license agreement whereby SurModics obtained an exclusive license to a drug delivery coating for licensed products within the vascular field which include peripheral, coronary and neurovascular biodurable stent products. The license requires an annual minimum payment of 200,000 euros (equivalent to $243,000 using a euro to U.S. $ exchange rate of 1.2155 as of December 31, 2014) until the last patent expires which is currently estimated to be September 2027. The total minimum future payments associated with this license are approximately $3.1 million. The license is currently utilized with one of SurModics’ drug delivery customers.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis provides information that we believe is useful in understanding our operating results, cash flows and financial condition. The discussion should be read in conjunction with both the unaudited condensed consolidated financial statements and related notes included in this Form 10-Q, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2014. This discussion contains various "Forward-Looking Statements" within the meaning of the Private Securities Litigation Reform Act of 1995. We refer readers to the statement entitled "Forward-Looking Statements" located at the end of this Item 2.

Overview

SurModics is a leading provider of surface modification and *in vitro* diagnostic technologies to the healthcare industry. In fiscal 2014, our business performance continued to be driven by growth from our Medical Device hydrophilic coatings royalty revenue, product sales and contract coating services included in research and development revenue. Our In Vitro Diagnostics segment has experienced solid demand in the first quarter of fiscal 2015 as well the last six months of fiscal 2014.

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. For financial accounting and reporting purposes, we report our results for the two reportable segments as follows: (1) the Medical Device unit, which is comprised of surface modification coating technologies to improve access, deliverability, and predictable deployment of medical devices, as well as drug delivery coating technologies to provide site-specific drug delivery from the surface of a medical device, with end markets that include coronary, peripheral, and neurovascular, and urology, among others, and (2) the In Vitro Diagnostics unit, which consists of component products and technologies for diagnostic immunoassay and molecular tests and biomedical research applications, with products that include protein stabilization reagents, substrates, antigens and surface coatings. We made this determination based on how we manage our operations and the information provided to our chief operating decision maker who is our Chief Executive Officer.

We derive our revenue from three primary sources: (1) royalties and license fees from licensing our proprietary surface modification and device drug delivery technologies and *in vitro* diagnostic formats to customers; the vast majority (typically in excess of 90%) of revenue in the "royalties and license fees" category is in the form of royalties; (2) the sale of reagent chemicals to licensees and the sale of stabilization products, antigens, substrates and surface coatings to the diagnostic and biomedical research markets; and (3) research and commercial development fees generated on customer projects. Revenue fluctuates from quarter to quarter depending on, among other factors: our customers' success in selling products incorporating our technologies; the timing of introductions of licensed products by customers; the timing of introductions of products that compete with our customers' products; the number and activity level associated with customer development projects; the number and terms of new license agreements that are finalized; and the value of reagent chemicals and other products sold to customers.

We have several U.S. and international issued patents and pending international patent applications protecting various aspects of these technologies, including compositions, methods of manufacture and methods of coating devices. The expiration dates for these patents and the anticipated expiration dates of the patent applications range from 2015 to 2033. Among these, the third generation of our PhotoLink® hydrophilic technology is protected by a family of patents that are expected to expire in November 2015 (in the U.S.) and October 2016 (in certain other countries). The royalty revenue associated with our third generation technology that has not yet converted, or that is not in the process of converting, to one of our advanced generation technologies was approximately 19% of our fiscal 2014 revenue. A majority of the customer products utilizing this early generation technology (representing approximately 14% of our fiscal 2014 revenue) will continue to generate royalty revenue at a reduced royalty rate beyond the expiration of these patents. The royalty obligation for these customer products extends beyond the expiration of these patents because the license also includes rights to our know-how or other proprietary rights. While we are actively seeking to convert our customers to one of our advanced generations of our hydrophilic coating technology, there can be no assurance that we will be successful in doing so, or that those customers that have converted, or will convert, will sell products utilizing our technology which will generate earned royalty revenue for us.

Overview of Research and Development Activities

We manage our customer-sponsored research and development ("R&D") programs based largely on the requirements of our customers. In this regard, our customers typically establish the various measures and metrics that are used to monitor a program's progress, including key deliverables, milestones, timelines, and an overall program budget. The customer is ultimately responsible for deciding whether to continue or terminate a program, and does so based on research results (relative to the above measures and metrics) and other factors, including their own strategic and/or business priorities. Customer R&D programs are mainly in our Medical Device segment.

Our internal R&D activities are engaged in the exploration, discovery and application of technologies that solve meaningful problems in the diagnosis and treatment of disease. Our key R&D activities include efforts that support and expand our core offerings. These efforts included freezing of the design of our SurModics SurVeil™ Drug Coated Balloon for use in the superficial femoral and popliteal arteries. We initiated a Good Laboratory Practice (GLP) animal study in the first quarter of fiscal 2015 and plan to initiate a first-in-human study of the SurModics *SurVeil* Drug Coated Balloon in fiscal 2015.

In addition, in fiscal 2014 we launched new in vitro diagnostic products including a stop solution for TMB microwell substrates that is non-corrosive to skin and eyes and a protein-free AP stabilizer.

For our internal R&D programs in our segments, we prioritize these programs based on a number of factors, including a program's strategic fit, commercial impact, potential competitive advantage, technical feasibility, and the amount of investment required. The measures and metrics used to monitor a program's progress vary based on the program, and typically include many of the same factors discussed above with respect to our customer R&D programs. We typically make decisions to continue or terminate a program based on research results (relative to the above measures and metrics) and other factors, including our own strategic and/or business priorities, and the amount of additional investment required.

With respect to cost components, R&D expenses consist of labor, materials and overhead costs (for example, utilities, depreciation, and indirect labor) for both customer R&D and internal R&D programs. We manage our R&D organization in a flexible manner, balancing workloads/resources between customer R&D and internal R&D programs primarily based on the level of customer program activity. Therefore, costs incurred for customer R&D and internal R&D can shift as customer activity increases or decreases.

Critical Accounting Policies

Critical accounting policies are those policies that require the application of management's most challenging subjective or complex judgment, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. Critical accounting policies involve judgments and uncertainties that are sufficiently likely to result in materially different results under different assumptions and conditions. For a detailed description of our critical accounting policies, see the notes to the consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2014.

Results of Operations – Three Months Ended December 31

Revenue. Revenue during the first quarter of fiscal 2015 was $14.2 million, an increase of $0.3 million or 2% from the first quarter of fiscal 2014. The change in revenue, as detailed in the table below, is further explained in the narrative below.

	Three Months Ended December 31			
(Dollars in thousands)	2014	2013	Increase (Decrease)	Change
Revenue:				
Medical Device	$ 10,635	$ 10,549	$ 86	0.8%
In Vitro Diagnostics	3,570	3,334	236	7.1%
Total revenue	$ 14,205	$ 13,883	$ 322	2.3%

Medical Device. Revenue in Medical Device was $10.6 million in the first quarter of fiscal 2015, essentially unchanged compared with the first quarter of fiscal 2014. The change in total revenue was attributable to $0.2 million of higher product sales offset substantially by $0.2 million of lower license fees.

In Vitro Diagnostics. Revenue in In Vitro Diagnostics was $3.6 million in the first quarter of fiscal 2015, an increase of $0.2 million, or 7%, compared with the first quarter of fiscal 2014. In Vitro Diagnostics fiscal 2015 results included increases in sales of microarray slides of $0.3 million and reagents of $0.1 million which were partially offset by $0.1 million decreases in both antigen sales and BioFX branded products.

The following is a summary of our major costs and expenses as a percent of total revenue:

(Dollars in thousands)	Three months ended December 31, 2014 Amount	% of Total Revenue	Three months ended December 31, 2013 Amount	% of Total Revenue
Product costs	$1,902	13%	$2,004	14%
Research and development	3,576	25	3,699	27
Selling, general and administrative	3,693	26	3,851	28

Product costs. Product costs were $1.9 million and $2.0 million in each of the three months ended December 31, 2014 and 2013, or 13% and 14% of total revenue in each respective period. Product gross margins were 67% in fiscal 2015 and 63% in fiscal 2014, respectively. The improved product gross margins in the first quarter of fiscal 2015 were driven by manufacturing leverage from increased production volume as well as reduced scrap expense and favorable product mix compared with the prior-year period.

Research and development (R&D) expenses. R&D expenses were $3.6 million and $3.7 million for the first quarter of fiscal 2015 and 2014, or 25% and 27% of total revenue in each respective period. The fiscal 2015 decrease from fiscal 2014 of $0.1 million, or 3%, was primarily a result of $0.1 million lower outbound royalty expenses. Overall project related external expenses, including those related to development of our SurModics *SurVeil* Drug Coated Balloon, were unchanged in the first quarter of fiscal 2015 when compared with expenses in the first quarter of fiscal 2014. We continue to expect R&D expenses to increase approximately 5% to 7% for the twelve months of fiscal 2015 as compared with fiscal 2014 primarily related to our drug coated balloon development activities.

Selling, general and administrative expenses. Selling, general and administrative expenses were $3.7 million and $3.9 million for the three months ended December 31, 2014 and 2013, respectively, or 26% and 28% of total revenue for each respective period. The decrease in the first quarter of fiscal 2015 from the first quarter of fiscal 2014 of $0.2 million, or 4%, was primarily attributable to $0.3 million of lower stock-based compensation expense offset partially by $0.1 million of higher salary expenses. We are currently not accruing stock-based compensation related to our fiscal 2014 and 2015 performance share awards as current projections do not meet or exceed the minimum threshold for the performance objectives associated with each applicable performance period.

Other income. Major classifications of other income are as follows:

(Dollars in thousands)	Three months ended December 31 2014	2013
Investment income	$ 57	$ 86
Gain on sale of strategic investment	—	681
Other losses, net	(7)	—
Total other income	$ 50	$ 767

Other income was $0.1 million in the first quarter of fiscal 2015, compared with $0.8 million for the first quarter of fiscal 2014. The first quarter of fiscal 2014 includes a gain of $0.7 million from a milestone contingent consideration payment from the sale of our ownership interest in Vessix. Income from investments in fiscal 2015 decreased compared with the prior-year period primarily from lower investment balances as the Company used $20.0 million to repurchase common stock in the first quarter of fiscal 2015.

Income tax provision. Reconciliation of the statutory U.S. federal tax rate of 35.0% and our effective tax rate for the three months ended December 31, 2014 and 2013 is as follows:

	Three months ended December 31 2014	2013
Statutory U.S. federal income tax rate	35.0%	35.0%
State income taxes, net of federal benefit	0.7	0.8
Gain on strategic investment	—	(1.3)
Discrete item – state tax reserve release	(2.0)	(4.4)
Discrete item – 2014 retroactive federal R&D income tax credit	(4.0)	—
Other	(0.8)	(1.3)
Effective tax rate	28.9%	28.8%

The income tax provision was $1.5 million for each of the three months ended December 31, 2014 and 2013, representing effective tax rates of 28.9% and 28.8%, respectively. The difference between the U.S. federal statutory tax rate of 35.0% and our effective tax rate for the three months ended December 31, 2014 and 2013 reflects the impact of state income taxes, permanent tax items and discrete tax benefits. Discrete items largely consist of state income tax reserve reversals related to the expiration of statutory filing requirements in each period. In addition, the three months ended December 31, 2014 reflects a $0.2 million discrete tax benefit associated with the December 2014 signing of the Tax Increase Prevention Act of 2014 which retroactively reinstated the federal research and development income tax credit which had expired in December 2013.

The three months ended December 31, 2013 also reflects the impact of a gain related to a Vessix milestone contingent consideration payment, for which there is tax expense recognized which has been offset by the reversal of a capital loss valuation allowance. We may receive an additional $3.1 million of future contingent payments through fiscal 2017 based on sales of Vessix products. These proceeds, if any, will generate capital gains which will result in reduction of the existing capital loss carryforward valuation allowance.

Segment Operating Results

Operating income for each of our reportable segments was as follows:

(Dollars in thousands)	Three Months Ended December 31 2014	2013	Increase/(Decrease)
Operating income:			
Medical Device	$ 5,515	$ 5,328	4%
In Vitro Diagnostics	1,098	671	64%
Total segment operating income	6,613	5,999	10%
Corporate	(1,579)	(1,670)	(5)%
Total operating income	$ 5,034	$ 4,329	16%

Medical Device. Operating income was $5.5 million in the first quarter of fiscal 2015, compared with $5.3 million in the first quarter of fiscal 2014. The increase in operating income resulted from higher gross margins generated on $0.2 million of higher reagent product sales and a reduction in allocated corporate costs of $0.2 million based on a 4% decrease in the portion of corporate costs allocated to the Medical Device reporting segment. Direct expenses increased $0.2 million as salaries and facility costs both increased by $0.1 million each in the first quarter of fiscal 2015 compared with the first quarter of fiscal 2014. Operating income as a percentage of revenue was 52% and 51% in the first quarter of fiscal 2015 and 2014, respectively.

In Vitro Diagnostics. Operating income was $1.1 million in the first quarter of fiscal 2015, compared with $0.7 million in the first quarter of fiscal 2014. Product sales increased $0.2 million and the related product gross margins of 66% in the first quarter of fiscal 2015 were substantially higher compared with product gross margins of 60% in the first quarter of fiscal 2014. Product gross margins increased as a result of improved manufacturing leverage from increased production volume compared with the prior-year period. In Vitro Diagnostics direct expenses decreased by less than $0.1 million in the fiscal 2015 compared with fiscal 2014 driven by lower compensation expenses. Allocated corporate expenses were relatively unchanged, decreasing by less than $0.1 million in the first quarter of fiscal 2015 compared with the first quarter of fiscal 2014. The operating income as a percentage of revenue was 31% and 20% in the first quarter of fiscal 2015 and 2014, respectively.

Corporate. The Corporate category includes expenses for administrative corporate functions, such as executive, corporate accounting, legal, human resources and Board of Directors related, that have not been fully allocated to the Medical Device and In Vitro Diagnostics segments. Corporate also includes expenses, such as litigation, which are not specific to a segment. Operating loss was $1.6 million in the first quarter of fiscal 2015 compared with $1.7 million in the first quarter of fiscal 2014. Lower compensation expenses of $0.1 million, primarily from $0.3 million of lower stock-based compensation, was the key contributor to the decrease. We are currently not accruing stock-based compensation related to our fiscal 2014 and 2015 performance share awards as current projections do not meet or exceed the minimum threshold for the performance objectives associated with each applicable performance period.

Liquidity and Capital Resources

As of December 31, 2014, we had working capital of $35.5 million, a decrease of $15.7 million from September 30, 2014. Working capital is defined by us as current assets minus current liabilities. Our cash, cash equivalents and available-for-sale securities totaled $47.6 million at December 31, 2014, a decrease of $15.8 million from $63.4 million at September 30, 2014, principally related to the initial payment made related to our accelerated share repurchase program of $20.0 million in the first quarter of fiscal 2015.

Our investments consist principally of U.S. government and government agency obligations, asset-backed securities, mortgage-backed securities and investment grade, interest-bearing corporate and municipal debt securities with varying maturity dates, the majority of which are five years or less. Our investment policy excludes ownership of collateralized mortgage obligations, mortgage-backed derivatives and other derivative securities without prior written approval of the Board of Directors. Our investment policy requires that no more than 5% of investments be held in any one credit or issue, excluding U.S. government and government agency obligations. The primary investment objective of the portfolio is to provide for the safety of principal and appropriate liquidity while generating an above benchmark ("Merrill Lynch 1-3 Year Government-Corporate Index") total rate of return on a pre-tax basis. Management plans to continue to direct its investment advisors to manage our securities investments primarily for the safety of principal for the foreseeable future as it continues to assess other investment opportunities and uses of its cash and securities investments, including those described below.

On November 4, 2013, we entered into a three-year $20.0 million secured revolving credit facility. The credit facility was amended on November 5, 2014 to increase the size of stock repurchased that may be effected by the Company to $30.0 million without the consent of the lender. Borrowings under the credit facility, if any, will bear interest at a benchmark rate plus an applicable margin based on the Company's leverage ratio. No borrowings have been made on the credit facility and the Company is in compliance with the financial covenants related to a maximum leverage ratio and a minimum EBITDA amount and nonfinancial covenants.

On July 31, 2014, we filed a registration statement with the Securities and Exchange Commission, using a "shelf" registration process. Under this shelf process we may sell, either separately or together, debt securities, preferred stock, depositary shares, common stock and security warrants in one or more offerings up to an aggregate initial offering price of $175 million. As of December 31, 2014, we have not completed any securities offerings associated with the registration statement.

We generated cash flows from operating activities from continuing operations of approximately $5.5 million and $4.3 million in the first quarter ended December 31, 2014 and 2013, respectively. The following table depicts our cash flows provided by operating activities from continuing operations:

	Three Months Ended December 31	
(Dollars in thousands)	**2014**	**2013**
Net income	$3,614	$ 3,630
Depreciation and amortization	683	697
Stock-based compensation	525	813
Deferred tax	1,025	395
Net other operating activities	(485)	(1,371)
Net change in other operating assets and liabilities	168	86
Net cash provided by operating activities from continuing operations	$5,530	$ 4,250

Operating Activities. We generated cash flows from operating activities from continuing operations of $5.5 million and $4.3 million for the first quarter ended December 31, 2014 and 2013, respectively. The first quarter of fiscal 2015 increase compared with the first quarter of fiscal 2014 reflected key changes from higher operating income and a $0.6 million reduction in net deferred taxes.

Investing Activities. We used cash in investing activities of $2.3 million in the first quarter of fiscal 2015 compared with cash generated from investing activities of $0.5 million in the first quarter of fiscal 2014. We invested less than $0.1 million in property and equipment in the first quarter of fiscal 2015, compared with $0.1 million in the prior-year period. The property and equipment investment in the first quarter of fiscal 2015 is lower than our historical range of investment. We anticipate spending $2.1 million to $2.4 million for the remainder of fiscal 2015 which will result in a full year increase when compared with fiscal 2014 investment. We invested $3.2 million in available-for-sale debt securities in the first quarter of fiscal 2015 resulting from the cash generated from operations. We received cash of $0.7 million (contingent milestone payment) in the first quarter of fiscal 2014 associated with the sale of our ownership interest in Vessix Vascular. In the first quarter of both fiscal 2015 and fiscal 2014, we invested less than $0.1 million of cash associated with our discontinued operations.

Financing Activities. We used cash flows from financing activities from continuing operations of $17.0 million in the first quarter of fiscal 2015, compared with $9.8 million in the first quarter of fiscal 2014, principally related to share repurchase activity, including the fiscal 2015 accelerated share repurchase program described in the paragraph below. We also used cash of $0.7 million in the first quarter of fiscal 2015 to purchase common stock to pay employee taxes resulting primarily from issuance of common shares associated with our fiscal year 2012-2014 performance share program.

On November 11, 2014, the Company entered into an accelerated share repurchase program with Wells Fargo Bank, National Association. In connection with the agreement, the Company made an initial $20.0 million payment to the bank and immediately received an initial delivery of 758,143 shares of its common stock with a fair value of $16.0 million as of the purchase date. Effective as of the date of the initial share purchase, the transaction was accounted for as a share retirement, resulting in a reduction of common stock of less than $0.1 million, additional paid-in capital of $2.5 million and retained earnings of $13.5 million. The remaining $4.0 million of the Company's initial payment was also reported as a reduction in retained earnings. Upon final settlement of the program, the Company may be entitled to receive additional shares of common stock, or, under certain circumstances specified in the program, the Company may be required to deliver shares or remit a settlement amount in cash, at the Company's option. Based on the facts associated with the agreement, the forward contract is indexed to the Company's common stock and meets the U.S. GAAP requirements to be classified as permanent equity. As long as the forward contract continues to meet the requirements to be classified as permanent equity, the Company will not record future changes in its fair value. The Company expects it will continue to meet those requirements through the settlement date.

During the three months ended December 31, 2014, the Company repurchased 758,143 shares of common stock for a total of $16.0 million under the $30.0 million November 2014 Board authorization and as of December 31, 2014, $14.0 million remained available for future repurchases under this authorization. The $14.0 million includes $4.0 million of the initial payment to Wells Fargo in the first quarter of fiscal 2015 under the accelerated share repurchase program.

The agreement with Wells Fargo expires in the fourth quarter of fiscal 2015; however the bank has the right to accelerate the end of the purchase period. Upon settlement of the contract, the Company will adjust common stock, as well as either additional paid-in capital or retained earnings, as appropriate, to reflect the final settlement amount. The specific number of shares that the Company will ultimately purchase under the accelerated share purchase agreement will be based on the volume weighted average price ("VWAP") of the Company's common stock during the purchase period, less an agreed upon discount. The maximum amount of shares of common stock the Company can be required to issue to settle the agreement cannot exceed 1,870,907. The Company has sufficient authorized and unissued shares available to deliver the maximum share amount. For every $1.00 increase or decrease in the Company's VWAP, based on a closing stock price of $21.38 on November 11, 2014, the settlement amount will change by approximately 45,000 shares.

Pursuant to previously authorized share repurchases, during the first quarter of fiscal 2014, we repurchased 380,011 shares of common stock worth $8.9 million at an average price of $23.48 per share. We also used cash of $1.1 million in the first quarter of fiscal 2014 to purchase common stock to pay employee taxes resulting principally from issuance of common shares associated with our fiscal year 2011-2013 performance share program.

We believe that our existing cash, cash equivalents and available-for-sale securities, which totaled $47.6 million as of December 31, 2014, together with cash flow from operations, our $20 million credit facility and $175 million shelf registration statement, will provide liquidity sufficient to meet the below stated needs and fund our operations for the remainder of fiscal 2015. There can be no assurance, however, that our business will continue to generate cash flows at current levels, and disruptions in financial markets may negatively impact our ability to access capital in a timely manner and on attractive terms. Our anticipated liquidity needs for the remainder of fiscal 2015 may include, but are not limited to, the following: general capital expenditures in the range of $2.1 million to $2.4 million, $10.0 million associated with the remaining authorized amount available under our share repurchase program discussed previously and any cash requirements associated with other investment opportunities.

Discontinued Operations. Our Pharmaceuticals discontinued operation used operating cash of less than $0.1 million in the first quarter of fiscal 2015 and fiscal 2014. Cash generated in financing activities of less than $0.1 million in the first quarter of fiscal 2015 and fiscal 2014 related to transfers of cash from the continuing operations of SurModics and consisted of cash used to make payments on accrual balances.

Customer Concentrations. Our licensed technologies provide royalty revenue, which represents the largest revenue stream to the Company. We have licenses with a diverse base of customers and certain customers have multiple products using our technology. Medtronic, Inc. ("Medtronic") was our largest customer comprising 19% of our consolidated revenue for fiscal 2014 and remains at this level in the first quarter of fiscal 2015. Medtronic has several separately licensed products that generate royalty revenue for SurModics, none of which represented more than 7% of SurModics' total revenue. On June 15, 2014, Medtronic and Covidien PLC ("Covidien") announced that they had entered into an agreement under which Medtronic would acquire Covidien. This transaction was approved by shareholders of both companies in January 2015, which approval was also received from the High Court of Ireland on January 26, 2015. Our revenue from the combined Medtronic/Covidien entity, on a post-merger basis, will now represent approximately 23% of our future consolidated revenue. No other individual customer using licensed technology constitutes more than 10% of SurModics' total revenue.

Off-Balance Sheet Arrangements

As of December 31, 2014, we did not have any off-balance sheet arrangements with any unconsolidated entities.

Forward-Looking Statements

This Quarterly Report on Form 10-Q, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 2, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include expectations concerning our growth strategy, including our ability to sign new license agreements and broaden our hydrophilic coatings royalty revenue, product development programs, various milestone achievements, research and development expenses, increased legal expenses within selling, general and administrative expenses, future cash flow and sources of funding, short-term liquidity requirements, future property and equipment investment levels, the impact of potential lawsuits or claims, and the impact of Medtronic, as well as other significant customers, including new diagnostic kit customers. Without limiting the foregoing, words or phrases such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “possible,” “project,” “will” and similar terminology, generally identify forward-looking statements. Forward-looking statements may also represent challenging goals for us. These statements, which represent the Company’s expectations or beliefs concerning various future events, are based on current expectations that involve a number of risks and uncertainties that could cause actual results to differ materially from those of such forward-looking statements. We caution that undue reliance should not be placed on such forward-looking statements, which speak only as of the date made. Some of the factors which could cause results to differ from those expressed in any forward-looking statement are set forth under “Risk Factors” in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2014. We disclaim any intent or obligation to update publicly these forward-looking statements, whether because of new information, future events or otherwise.

Although it is not possible to create a comprehensive list of all factors that may cause actual results to differ from our forward-looking statements, such factors include, among others:

- our reliance on a small number of significant customers, which causes our financial results and stock price to be subject to factors affecting those significant customers and their products, the timing of market introduction of their or competing products, product safety or efficacy concerns and intellectual property litigation could adversely affect our growth strategy and the royalty revenue we derive;
- general economic conditions which are beyond our control, such as the impact of recession, customer mergers and acquisitions (including the merger of Medtronic, our largest customer, with Covidien), business investment and changes in consumer confidence;
- a decrease in our available cash or the value of our investment holdings could impact short-term liquidity requirements and expected capital and other expenditures;
- the difficulties and uncertainties associated with the lengthy and costly new product development and foreign and domestic regulatory approval processes, such as delays, difficulties or failures in achieving acceptable clinical results or obtaining foreign or U.S. Food and Drug Administration marketing clearances or approvals, which may result in lost market opportunities or postpone or preclude product commercialization by licensees;
- the development of new products or technologies by competitors, technological obsolescence and other changes in competitive factors;
- our ability to perform successfully certain product development activities, the related R&D expense impact and governmental and regulatory compliance activities which we have not previously undertaken in any significant manner; and
- other factors described in “Risk Factors” and other sections of SurModics’ Annual Report on Form 10-K for the fiscal year ended September 30, 2014, which you are encouraged to read carefully.

Many of these factors are outside the control and knowledge of us, and could result in increased volatility in period-to-period results. Investors are advised not to place undue reliance upon our forward-looking statements and to consult any further disclosures by us on this subject in its filings with the SEC.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our investment policy requires investments with high credit quality issuers and limits the amount of credit exposure to any one issuer. Our investments consist principally of U.S. government and government agency obligations, mortgage-backed securities, municipal bonds, asset-backed securities and corporate bonds with varying maturity dates, the majority of which are five years or less. Because of the credit criteria of our investment policies, the primary market risk associated with these investments is interest rate risk.

We do not use derivative financial instruments to manage interest rate risk or to speculate on future changes in interest rates. A one percentage point increase in interest rates would result in an approximate $0.4 million decrease in the fair value of our available-for-sale securities as of December 31, 2014, but would have no material impact on the results of operations or cash flows.

Management believes that a reasonable change in raw material prices would not have a material impact on future earnings or cash flows because our inventory exposure is not material.

Although we conduct business in foreign countries, our international operations consist primarily of sales of reagent and stabilization chemicals. Additionally, all sales transactions are denominated in U.S. dollars. We generate royalty revenue from the sale of customer products in foreign jurisdictions. Royalties generated in foreign jurisdictions by customers are converted and paid in U.S. dollars per contractual terms. To the extent our customers transact sales in foreign jurisdictions, we will realize reduced royalty revenue resulting from the recent strengthening of the U.S. dollar as our customers convert local currency revenue and related royalty obligations to U.S. dollars. Given the diverse nature of our customers' products and international operations, changes in foreign currencies are not expected to materially impact our operating results. A limited number of our purchasing transactions are denominated in foreign currencies and they are converted to U.S. dollars. These purchasing transactions are not material to our operating results. Accordingly, we do not expect to be subject to material foreign currency risk with respect to future costs or cash flows from our foreign sales. To date, we have not entered into any foreign currency forward exchange contracts or other derivative financial instruments to hedge the effects of adverse fluctuations in foreign currency exchange.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer, referred to collectively herein as the Certifying Officers, are responsible for establishing and maintaining our disclosure controls and procedures. The Certifying Officers have reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act")) as of December 31, 2014. Based on that review and evaluation, which included inquiries made to certain other employees of the Company, the Certifying Officers have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures, as designed and implemented, are effective to ensure that information required to be disclosed by the Company in reports that it files under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the Securities Exchange Commission rules and forms, and to ensure that information required to be disclosed by the Company in the reports the Company files or submits under the Exchange Act is accumulated and communicated to the Company's manager, including its Certifying Officers, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Controls over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) during the three months ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

There have been no material developments in the legal proceedings previously disclosed in the Company's Form 10-K for the fiscal year ended September 30, 2014.

Item 1A. Risk Factors

In our report on Form 10-K for the fiscal year ended September 30, 2014, filed with the SEC on December 5, 2014, we identify under "Part 1, Item 1A. Risk Factors." important factors which could affect our financial performance and could cause our actual results for future periods to differ materially from our anticipated results or other expectations, including those expressed in any forward-looking statements made in this Form 10-Q.

There have been no material changes in our risk factors subsequent to the filing of our Form 10-K for the fiscal year ended September 30, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) Issuer Purchases of Equity Securities

The following table presents information with respect to purchases of common stock of the Company made during the three months ended December 31, 2014, by the Company or on behalf of the Company or any "affiliated purchaser" of the Company, as defined in Rule 10b-18(a)(3) under the Exchange Act.

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share (1)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (2)
10/1/14 — 10/31/14	0	N/A	0	$ 8
11/1/14 — 11/30/14	759,632	$ 21.10	758,143	$ 14,000,000
12/1/14 — 12/31/14	32,963	$ 21.03	0	$ 14,000,000
Total	792,595	$ 21.10	758,143	$ 14,000,000

(1) The purchases in this column included shares repurchased as part of our publicly announced program and in addition include 32,963 shares that were repurchased by the Company to satisfy tax withholding obligations in connection with so-called "stock swap exercises" related to the issuance of performance share awards and vesting of restricted stock awards.

(2) On November 5, 2014, our Board of Directors authorized the repurchase of up to $30.0 million of our outstanding common stock in open-market purchases, privately negotiated transactions, block trades, accelerated share repurchase transactions, tender offers or by any combination of such methods. The authorization has no fixed expiration date.

On November 11, 2014, the Company entered into an accelerated share repurchase program with Wells Fargo Bank, National Association. In connection with the agreement, the Company made an initial $20.0 million payment to the bank and immediately received an initial delivery of 758,143 shares of its common stock with a fair value of $16.0 million as of the purchase date. Effective as of the date of the initial share purchase, the transaction was accounted for as a share retirement, resulting in a reduction of common stock of less than $0.1 million, additional paid-in capital of $2.5 million, and retained earnings of $13.5 million. The remaining $4.0 million of the Company's initial payment was also reported as a reduction in retained earnings. Upon final settlement of the program, the Company may be entitled to receive additional shares of common stock, or, under certain circumstances specified in the program, the Company may be required to deliver shares or remit a settlement amount in cash, at the Company's option. The table above includes the initial payment of $4.0 million to Wells Fargo in the "approximated dollar value of shares that may yet be purchased" column until the final delivery of shares which is expected to be completed at the latest in the fourth quarter of fiscal 2015.

The specific number of shares that the Company will ultimately purchase under the accelerated share purchase agreement will be based on the volume weighted average price ("VWAP") of the Company's common stock during the purchase period, less an agreed upon discount. The agreement expires in the fourth quarter of fiscal 2015; however the bank has the right to accelerate the end of the purchase period. Upon settlement of the contract, the Company will adjust common stock, as well as either additional paid-in capital or retained earnings, as appropriate, to reflect the final settlement amount.

Through December 31, 2014, we have repurchased 758,143 shares at an average price of $21.10 under the November 2014 authorization and as of December 31, 2014 there remains $14.0 million available to repurchase shares in the future. The repurchase authorization does not have a fixed expiration date.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit	Description
3.1	Restated Articles of Incorporation, as amended - incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-3 filed on July 31, 2014, SEC File No. 333-197757.
3.2	Restated Bylaws of SurModics, Inc., as amended November 30, 2009 – incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2009, SEC File No. 0-23837.
10.1	First Amendment to Credit Agreement dated November 5, 2014, by and between SurModics, Inc., and Wells Fargo Bank, National Association – incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on November 6, 2014, SEC File No. 000-23837.
10.2	Fixed Discounted Share Buyback ("DSB") with Initial Delivery Agreement dated November 11, 2014, by and between SurModics, Inc. and Wells Fargo Bank, National Association – incorporated by reference to Exhibit 10.31 of the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2014, SEC File No. 000-23837.
10.3*	Form of Restricted Stock Unit Agreement (Non-Employee Director) - SurModics, Inc. 2009 Equity Incentive Plan.
10.4*	Form of Deferred Stock Unit Agreement (Non-Employee Director) - SurModics, Inc. 2009 Equity Incentive Plan.
10.5*	Form of Restricted Stock Agreement - SurModics, Inc. 2009 Equity Incentive Plan.
12*	Computation of Ratio of Earnings to Fixed Charges.
31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	Financial statements from the Quarterly Report on Form 10-Q for SurModics, Inc. for the quarterly period ended December 31, 2014, filed on February 4, 2015, formatted in Extensible Business Reporting Language (XBRL): (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Income, (iii) Condensed Consolidated Statements of Comprehensive Income, (iv) Condensed Consolidated Statements of Cash Flows, and (v) Notes to Condensed Consolidated Financial Statements.

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

February 4, 2015

SurModics, Inc.

By: /s/ Andrew D. C. LaFrence

Andrew D. C. LaFrence
Vice President of Finance and
Chief Financial Officer
(duly authorized signatory and
principal financial officer)

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
EXHIBIT INDEX TO FORM 10-Q
For the Quarter Ended December 31, 2014
SURMODICS, INC.

Exhibit	Description
3.1	Restated Articles of Incorporation, as amended - incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-3 filed on July 31, 2014, SEC File No. 333-197757.
3.2	Restated Bylaws of SurModics, Inc., as amended November 30, 2009 – incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2009, SEC File No. 0-23837.
10.1	First Amendment to Credit Agreement dated November 5, 2014, by and between SurModics, Inc., and Wells Fargo Bank, National Association – incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on November 6, 2014, SEC File No. 000-23837.
10.2	Fixed Discounted Share Buyback ("DSB") with Initial Delivery Agreement dated November 11, 2014, by and between SurModics, Inc. and Wells Fargo Bank, National Association – incorporated by reference to Exhibit 10.31 of the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2014, SEC File No. 000-23837.
10.3*	Form of Restricted Stock Unit Agreement (Non-Employee Director) - SurModics, Inc. 2009 Equity Incentive Plan.
10.4*	Form of Deferred Stock Unit Agreement (Non-Employee Director) - SurModics, Inc. 2009 Equity Incentive Plan.
10.5*	Form of Restricted Stock Agreement - SurModics, Inc. 2009 Equity Incentive Plan.
12*	Computation of Ratio of Earnings to Fixed Charges.
31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith

SurModics, Inc.
2009 Equity Incentive Plan

Restricted Stock Unit Award Agreement
(Non-Employee Director)

SurModics, Inc. (the “Company”), pursuant to Section 8 of its 2009 Equity Incentive Plan (the “Plan”), hereby grants an award of Restricted Stock Units to you, the Participant named below. The terms and conditions of this restricted stock unit Award are set forth in this Restricted Stock Unit Award Agreement (the “Agreement”), consisting of this cover page and the Terms and Conditions on the following pages, and in the Plan document which has been provided to you. To the extent any capitalized term used in this Agreement is not defined, it shall have the meaning assigned to it in the Plan as it currently exists or as it is amended in the future.

Name of Participant:

Number of Restricted Stock Units: Grant Date:

By signing below, you agree to all of the terms and conditions contained in this Agreement and in the Plan document. You acknowledge that you have reviewed these documents and that they set forth the entire agreement between you and the Company regarding the grant to you of the number of Restricted Stock Units specified in the table above.

PARTICIPANT:

____

SURMODICS, INC

By ______________________________

Name: Bryan K. Phillips
Title: Senior Vice President, General Counsel and Secretary

SurModics, Inc.
2009 Equity Incentive Plan
Non-Employee Director Restricted Stock Unit Award Agreement

Terms and Conditions

1. **Grant of Restricted Stock Units**. The Company hereby grants to you, subject to the terms and conditions in this Agreement and the Plan, an Award of the number of Restricted Stock Units ("Units") specified on the cover page of this Agreement, each representing the right to receive one Share of the Company's common stock. The Units granted to you will be credited to an account in your name maintained by the Company. This account shall be unfunded and maintained for book-keeping purposes only, with the Units simply representing an unfunded and unsecured obligation of the Company.

2. **Restrictions on Units**. Prior to settlement of the Units in accordance with Section 5, the Units may not be sold, assigned, transferred, exchanged or encumbered other than by will or the laws of descent and distribution. Any attempted transfer in violation of this Section 2 shall be of no effect. The Units and your right to receive Shares in settlement of the Units under this Agreement shall be subject to forfeiture as provided in Section 4 until satisfaction of the vesting conditions set forth in Section 3.

3. **Vesting of Units**.

   (a) Scheduled Vesting. If you remain a Service Provider to the Company or any of its Affiliates continuously from the Grant Date specified on the cover page of this Agreement, then the Units will vest ratably on a monthly basis over the one-year period following the Grant Date. The Units shall become fully vested on the first anniversary of the Grant Date.

   (b) Accelerated Vesting. Any unvested Units shall vest in full upon the occurrence of a Change in Control (as defined in Section 2(f) of the Plan, after giving effect to the last paragraph of such definition) that occurs while you continue to be a Service Provider to the Company or any of its Affiliates.

4. **Effect of Termination of Service**. Except as otherwise provided in accordance with Section 3(b), if you cease to be a Service Provider prior to the first anniversary of the Grant Date, you will forfeit all then unvested Units.

5. **Settlement of Units**. The Company shall cause to be issued and delivered to you, or to your designated beneficiary or estate in the event of your death, one Share in payment and settlement of each vested Unit upon a termination of your Service to the Company and its Affiliates that constitutes a "separation from service" as such term is defined for purposes of Code Section 409A. Delivery of Shares in settlement of vested Units shall be effected by an appropriate entry in the stock register maintained by the Company's transfer agent with a notice of issuance provided to you, or by the electronic delivery of the Shares to a brokerage account you designate, and shall be subject to compliance with all applicable legal requirements, including compliance with the requirements of applicable federal and state securities laws.

6. [**Reserved]**.

7. **No Stockholder Rights**. The Units subject to this Award do not entitle you to any rights of a stockholder of the Company's common stock. You will not have any of the rights of a stockholder of the Company in connection with the grant of Units subject to this Agreement unless and until Shares are issued to you upon settlement of the Units as provided in Section 5.

8. **Changes in Capitalization**. If an "equity restructuring" (as defined in Section 17 of the Plan) occurs that causes the per share value of the Shares to change, the Board shall make such equitable adjustments to any Units subject to this Agreement as are contemplated by Section 17 of the Plan in order to avoid dilution or enlargement of your rights hereunder. The Board may make such equitable adjustments to any Units subject to this Agreement as and to the extent provided in Section 17 of the Plan in connection with other changes in the Company's capitalization contemplated by Section 17 of the Plan.

9. **Interpretation of This Agreement**. All decisions and interpretations made by the Board or Committee with regard to any question arising hereunder or under the Plan shall be binding and conclusive upon you and the Company.

10. **Governing Plan Document**. The Award evidenced by this Agreement is granted pursuant to the Plan, the terms of which are hereby made a part of this Agreement. This Agreement shall in all respects be interpreted in accordance with the terms of the Plan, and if any terms of this Agreement conflict with the terms of the Plan, the terms of the Plan shall control, except as the Plan may specifically provide otherwise. This Agreement and the Plan constitute the entire agreement of the parties with respect to the Award and supersede all prior oral or written negotiations, commitments, representations and agreements with respect thereto.

11. **Discontinuance of Service**. Neither this Agreement nor the Award evidenced by this Agreement shall confer on you any right with respect to continued Service with the Company or any of its Affiliates, nor limit or interfere in any way with the right of the Company or any Affiliate to terminate such Service or otherwise deal with you without regard to the effect it may have upon you under this Agreement.

12. **Binding Effect**. This Agreement will be binding in all respects on your heirs, representatives, successors and assigns, and on the successors and assigns of the Company.

13. **Choice of Law**. This Agreement will be interpreted and enforced under the laws of the state of Minnesota (without regard to its conflicts or choice of law principles).

By signing the cover page of this Agreement, you agree to all the terms and conditions described above and in the Plan document.

SurModics, Inc.
2009 Equity Incentive Plan

Deferred Stock Unit Master Agreement
(Quarterly Awards)

This is a Deferred Stock Unit Master Agreement (the "**Agreement**") between SurModics, Inc., a Minnesota corporation (the "**Company**"), and you,. Any capitalized term used but not defined in this Agreement shall have the meaning set forth in the Company's 2009 Equity Incentive Plan as it currently exists or as it is amended in the future (the "**Plan**").

Background

A. Under the Plan, the Board has the authority to determine Awards and administer the Plan with respect to Awards involving Non-Employee Directors.

B. The Board has determined that Non-Employee Directors may elect to receive all or a portion of their annual cash retainers for service as a member of the Board and its committees in the form of restricted stock units, the payment of which is to be deferred in the normal course until the termination of the recipient's service on the Board. Such restricted stock units are referred to in this Agreement as "Deferred Stock Units" or "DSUs".

C. In accordance with the Company's Board Compensation Policy (the "Policy"), such annual cash retainers to Non-Employee Directors are payable in quarterly installments, in arrears, on the last trading day of each calendar quarter. To the extent a Non-Employee Director has elected to receive payment of such retainer installments for a calendar year in the form of Deferred Stock Units, the resulting DSUs will be granted as of the last trading day of each calendar quarter.

D. You have elected to receive % of each quarterly cash retainer installment to which you would otherwise be entitled for service as a Non-Employee Director during calendar year (the "Grant Year") in the form of DSUs (the "DSU Portion"), each of which represents the right to receive one share of the Company's common stock. The number of DSUs that will be subject to each of these quarterly DSU grants during the Grant Year (the "DSU Grants") will be determined by dividing the dollar amount of the DSU Portion by the Fair Market Value of a share of the Company's common stock on the applicable Grant Date.

E. Each quarterly DSU Grant will be evidenced by a Grant Notification in the form attached hereto as Exhibit A, and each such Grant Notification when issued by the Company will be incorporated into and made a part of this Agreement. The terms and conditions of each quarterly DSU grant are set forth in this Agreement, including the applicable Grant Notification, and in the attached Plan document.

Terms and Conditions of Quarterly DSU Grants

1. **Grant**. Subject to Sections 7 and 8 below, on the last trading day of each calendar quarter during the Grant Year, you will be granted the number of DSUs specified in the applicable Grant Notification that reflects a Grant Date corresponding to the last trading day of that calendar quarter. Each DSU will represent the right to receive one Share of the Company's common stock. The DSUs granted to you will be credited to an account in your name maintained by the Company. This account shall be unfunded and maintained for book-keeping purposes only, with the DSUs simply representing an unfunded and unsecured obligation of the

Company. You acknowledge that in accordance with the Policy, the annual cash retainer amount otherwise payable to you during the Grant Year shall be reduced by 25% if you do not attend at least 75% of the total meetings of the Board and the Board committee(s) on which you serve during the Company's fiscal year that ends during the Grant Year. Any such reduction will affect the cash retainer installment for the fourth quarter of the Grant Year, and will correspondingly reduce the amount of the DSU Portion and the size of the DSU Grant for that quarter.

2. **Restrictions on DSUs**. Prior to settlement of the DSUs in accordance with Section 5, the DSUs subject to this Agreement may not be sold, assigned, transferred, exchanged or encumbered other than by will or the laws of descent and distribution. Any attempted transfer in violation of this Section 2 shall be of no effect.

3. **No Stockholder Rights**. The DSUs subject to this Agreement do not entitle you to any rights of a stockholder of the Company's common stock. You will not have any of the rights of a stockholder of the Company in connection with the grant of DSUs subject to this Agreement unless and until Shares are issued to you upon settlement of the Units as provided in Section 5.

4. **Vesting of DSUs**. The DSUs subject to this Agreement are 100% vested as of their respective Grant Dates.

5. **Settlement of Units**. The Company shall cause to be issued and delivered to you, or to your designated beneficiary or estate in the event of your death, one Share in payment and settlement of each DSU subject to this Agreement upon a termination of your Service to the Company and its Affiliates that constitutes a "separation from service" as such term is defined for purposes of Code Section 409A. Delivery of Shares in settlement of a DSU Grant subject to this Agreement shall be effected by an appropriate entry in the stock register maintained by the Company's transfer agent with a notice of issuance provided to you, or by the electronic delivery of the Shares to a brokerage account you designate, and shall be subject to compliance with all applicable legal requirements, including compliance with the requirements of applicable federal and state securities laws.

6. [**Reserved]**.

7. **Termination of Service and Future Awards**. Upon termination of your Service with the Company and all Affiliates, you will no longer be entitled to receive any additional quarterly DSU Grants pursuant to this Agreement.

8. **Change in Control**. Upon a Change in Control within the meaning of Section 2(f)(3) of the Plan, you will no longer be entitled to receive any additional quarterly DSU Grants pursuant to this Agreement.

9. **Changes in Capitalization**. If an "equity restructuring" (as defined in Section 17 of the Plan) occurs that causes the per share value of the Shares to change, the Board shall make such equitable adjustments to any DSUs subject to this Agreement as are contemplated by Section 17 of the Plan in order to avoid dilution or enlargement of your rights hereunder. The Board may make such equitable adjustments to any DSUs subject to this Agreement as and to the extent provided in Section 17 of the Plan in connection with other changes in the Company's capitalization contemplated by Section 17 of the Plan.

10. **Interpretation of This Agreement**. All decisions and interpretations made by the Board with regard to any question arising hereunder or under the Plan shall be binding and conclusive upon you and the Company.

11. **Governing Plan Document**. The DSU Grants evidenced by this Agreement (including any Grant Notifications issued hereunder) are granted pursuant to the Plan, the terms of which are hereby made a part of this Agreement. This Agreement (including any Grant Notifications issued hereunder) shall in all respects be interpreted in accordance with the terms of the Plan. If any terms of this Agreement or any Grant Notification issued hereunder conflict with the terms of the Plan, the terms of the Plan shall control, except as the Plan may specifically provide otherwise. This Agreement (including any Grant Notifications issued hereunder) and the Plan constitute the entire agreement of the parties with respect to the quarterly DSU Grants and supersede all prior oral or written negotiations, commitments, representations and agreements with respect thereto.

12. **Discontinuance of Service**. Neither this Agreement nor any DSU Grant subject to this Agreement shall confer on you any right with respect to continued Service with the Company or any of its Affiliates, nor limit or interfere in any way with the right of the Company or any Affiliate to terminate such Service or otherwise deal with you without regard to the effect it may have upon you under this Agreement.

13. **Binding Effect**. This Agreement shall be binding in all respects on your heirs, representatives, successors and assigns, and on the successors and assigns of the Company.

14. **Choice of Law**. This Agreement will be interpreted and enforced under the laws of the state of Minnesota (without regard to its conflicts or choice of law principles).

You and the Company have executed this Agreement as of the day of.

PARTICIPANT	SURMODICS, INC.
______________________________	By ______________________________
	Name: Bryan K. Phillips
	Its: Sr. Vice President, General Counsel & Secretary

Exhibit A

SurModics, Inc.
2009 Equity Incentive Plan
Deferred Stock Unit Master Agreement

Grant Notification

SurModics, Inc. (the “Company”), pursuant to its 2009 Equity Incentive Plan (the “Plan”) and a Deferred Stock Unit Master Agreement (Quarterly Awards) dated , 20 (the “Master Agreement”) between the Company and you, the Participant named below, hereby grants to you an award of Deferred Stock Units (“Units”), each such Unit representing the right to receive one share of the Company’s common stock. The terms and conditions of this Unit Award are set forth in this Grant Notification, the Master Agreement, and the Plan document, and these documents set forth the entire agreement between you and the Company regarding the grant to you of the number of Units shown in the table below.

Name of Participant:

Number of Units: Grant Date:

Vesting Schedule:

Vesting Date	Percentage of Units That Vest
[Grant Date]	100%

SURMODICS, INC.

By ____________________________

Its ____________________________

SURMODICS, INC.
2009 EQUITY INCENTIVE PLAN

RESTRICTED STOCK AGREEMENT*

Full Name of Participant:

Number of Shares Covered: Grant Date:

Vesting Schedule:

Vesting Date(s)	Number of Share(s) Which Become Vested

This is a Restricted Stock Agreement (“Agreement”) between SurModics, Inc., a Minnesota corporation (the “Company”), and the Participant identified in the table above.

RECITALS

WHEREAS, the Company maintains the SurModics, Inc. 2009 Equity Incentive Plan (the “Plan”);

WHEREAS, the Board of Directors of the Company has appointed the Organization and Compensation Committee (the “Committee”) to administer the Plan and determine the Awards to be granted under the Plan; and

WHEREAS, the Committee or its designee has determined that the Participant is eligible to receive an Award under the Plan in the form of Restricted Stock;

---

* Any capitalized term used in this Agreement will have the meaning set forth in this Agreement (including the table at the beginning of this Agreement) or, if not defined in this Agreement, set forth in the Plan as it currently exists or as it is amended in the future.

NOW, THEREFORE, the Company and the Participant mutually agree as follows:

TERMS AND CONDITIONS

1. Issuance of Restricted Shares.

(a) Subject to the terms and conditions of this Agreement, the Company has granted to the Participant Restricted Stock in the number of Shares specified in the table at the beginning of this Agreement. Such Shares of Restricted Stock are subject to the restrictions provided for in this Agreement, and in the Plan, and are referred to collectively as the "Restricted Shares" and each as a "Restricted Share." The term "Restricted Shares" also refers to all securities received by the Participant in replacement of or in connection with the Restricted Shares acquired hereby pursuant to a recapitalization, reclassification, stock dividend, stock split, stock combination or other relevant event.

(b) Each Restricted Share will be evidenced by a book-entry in the name of the Participant with the Company's transfer agent or by one or more Common Stock certificates issued in the name of the Participant. Any such Common Stock certificate will be deposited with the Company or its designee, together with an assignment separate from the certificate, in blank, signed by the Participant, and bear an appropriate legend referring to the restricted nature of the Restricted Stock evidenced thereby. Any book-entry will be subject to transfer restrictions and accompanied by a similar legend. Upon the vesting of Shares of Restricted Stock and the corresponding lapse of the restrictions and forfeiture conditions, the transfer restrictions and restrictive legend applicable to any book-entry evidencing such Shares will be removed, or a certificate for the Shares bearing no restrictive legend will be delivered to the Participant or a Successor or a Transferee.

(c) [reserved].

2. Forfeiture and Transfer Restrictions.

(a) *Forfeiture*. If (i) the Participant's Service with the Company, or a Parent or Subsidiary thereof, is terminated for any reason, whether by the Company with or without cause, voluntarily or involuntarily by the Participant or otherwise, or (ii) the Participant attempts to transfer or otherwise dispose of any of the Restricted Shares or the Restricted Shares become subject to attachment or any similar involuntary process, in violation of this Agreement, then any Restricted Shares that have not previously vested will be forfeited by the Participant to the Company, the Participant will thereafter have no right, title or interest whatsoever in such Restricted Shares. The Company unilaterally may instruct the Company's transfer agent to adjust the stock register of the Company to reflect the forfeiture of any Restricted Shares. If the Company does not have custody of any and all certificates representing Restricted Shares so forfeited, the Participant must immediately return to the Company any and all certificates representing Restricted Shares so forfeited. Additionally, the Participant must deliver to Company a stock power duly executed in blank relating to any and all certificates representing Restricted Shares forfeited to the Company in accordance with the previous sentence or, if such stock power has previously been tendered to the Company, the Company will be authorized to deem such previously tendered stock power delivered, and the Company will be authorized to cancel any and all certificates representing Restricted Shares so forfeited and issue and deliver to the Participant a new certificate for any Shares which vested prior to forfeiture. For purposes of this Agreement, neither the transfer of the Participant between any combination of the Company and its Affiliates, nor a leave of absence granted to the Participant by the Company, will be deemed a termination of employment.

(b) *Limitation on Transfer*. Until such time as the Restricted Shares have become vested under Section 3 of this Agreement, the Participant will not sell, assign, or transfer the Restricted Shares other than (i) to a Successor, (ii) pursuant to a divorce decree or qualified domestic relations order as defined by the Code, or Title I of ERISA, or (iii) if permitted by law, by a bona fide gift to a Transferee. Any attempt to assign, transfer, pledge, hypothecate, or otherwise dispose of the Restricted Shares contrary to the provisions hereof, and the levy of any attachment or similar process upon the Restricted Shares, will be void.

3. **Vesting.** Subject to Section 11 of the Plan, the Restricted Shares will cease to be subject to forfeiture under Section 2 hereof in the numbers and on the dates specified in the vesting schedule in the table at the beginning of this Agreement. Restricted Shares that have so ceased to be subject to forfeiture are sometimes referred to as “vested” or as “Vested Shares” in this Agreement.

Death or Disability. If the Participant’s Service with the Company or an Affiliate terminates because of death or Disability, the number of shares that are subject to forfeiture under this Agreement will be prorated for the portion of the term of this Award during which the Participant provided Service to the Company and its Affiliates, and, with respect to such Restricted Shares, will be Vested Shares. Any Restricted Shares which do not become vested under the preceding sentence will terminate at the date of the Participant’s termination of Service and such Restricted Shares will be forfeited to the Company.

4. **Stockholder Rights.** As of the date of issuance specified at the beginning of this Agreement, the Participant will have all of the rights of a stockholder of the Company with respect to the Restricted Shares, except as otherwise specifically provided in this Agreement.

5. **Tax Withholding.** The parties hereto recognize that the Company or its Subsidiary may be obligated to withhold federal and state taxes or other taxes upon the vesting of the Restricted Shares, or, in the event that the Participant elects under Code Section 83(b) to report the receipt of the Restricted Shares as income in the year of receipt, upon the Participant’s receipt of the Restricted Shares. The Participant agrees that, at such time, if the Company or its Subsidiary is required to withhold such taxes, the Participant will promptly pay, in cash upon demand to the Company or the Subsidiary having such obligation, such amounts as will be necessary to satisfy such obligation. In lieu of all or any part of a cash payment from a person receiving Restricted Shares under the Plan, the Committee may permit the individual to cover all or any part of the required withholdings (up to the Participant's minimum required tax withholding rate or such other rate that will not trigger a negative accounting impact to the Company or any Affiliate) through a reduction in the number of Restricted Shares delivered or a delivery or tender to the Company of Shares held by the Participant or other person, in each case valued in the same manner as used in computing the withholding taxes under applicable laws.

The Participant further acknowledges that the Company has directed the Participant to seek independent advice regarding the applicable provisions of the Code, the income tax laws of any municipality, state or foreign country in which the Participant may reside, and the tax consequences of the Participant's death.

6. **Restrictive Legends and Stop-Transfer Orders.**

(a) *Legends.* Any certificate or certificates representing the Restricted Shares will bear the following legend (as well as any legends required by applicable state and federal corporate and securities laws) noting the existence of the restrictions set forth in this Agreement:

"THE SHARES REPRESENTED BY THIS CERTIFICATE MAY BE TRANSFERRED ONLY IN ACCORDANCE WITH THE TERMS OF A RESTRICTED STOCK AGREEMENT BETWEEN THE COMPANY AND THE PARTICIPANT, A COPY OF WHICH IS ON FILE WITH THE SECRETARY OF THE COMPANY."

(b) *Stop-Transfer Notices.* The Participant agrees that, in order to ensure compliance with the restrictions referred to herein, the Company may issue appropriate "stop transfer" instructions to its transfer agent, if any, and that, if the Company transfers its own securities, it may make appropriate notations to the same effect in its own records.

(c) *Refusal to Transfer.* The Company will not be required (i) to transfer on its books any Restricted Shares that have been sold or otherwise transferred in violation of any of the provisions of this Agreement or (ii) to treat as owner of the Restricted Shares or to accord the right to vote or pay dividends to any purchaser or other transferee to whom the Restricted Shares will have been so transferred.

7 **Not Part of Employment Contract; Discontinuance of Employment**. This Agreement awards Restricted Stock to the Participant, but does not impose any obligation on the Company to make any future grants or issue any future awards to the Participant or otherwise continue the participation of the Participant under the Plan. This Agreement will not give the Participant a right to continued employment or Service with the Company or any Affiliate, and the Company or Affiliate employing the Participant may terminate his or her Service and otherwise deal with the Participant without regard to the effect it may have upon him or her under this Agreement

By executing this Agreement, the Participant expressly acknowledges the above.

8. **Interpretation of This Agreement**. All decisions and interpretations made by the Committee with regard to any question arising hereunder or under the Plan will be binding and conclusive upon the Company and the Participant. If there is any inconsistency between the provisions of this Agreement and the Plan, the provisions of the Plan will govern.

9. **Binding Effect**. This Agreement will be binding in all respects on the heirs, representatives, successors and assigns of the Participant (and included for the sake of clarification, a Successor or Transferee of the Participant).

10. **Choice of Law**. This Agreement is entered into under the laws of the State of Minnesota and will be construed and interpreted thereunder (without regard to its conflict-of-law principles).

11. **Entire Agreement**. This Agreement and the Plan set forth the entire agreement and understanding of the parties hereto with respect to the issuance and sale of the Restricted Shares and the administration of the Plan and supersede all prior agreements, arrangements, plans, and understandings relating to the issuance and sale of these Restricted Shares and the administration of the Plan.

12. **Amendment and Waiver**. Except as provided in the Plan, this Agreement may be amended, waived, modified, or canceled only by a written instrument executed by the parties or, in the case of a waiver, by the party waiving compliance.

13. **Section 409A.** Notwithstanding anything in this Agreement to the contrary, any payments hereunder that would be subject to an additional or accelerated tax under Section 409A of the Code will be deferred until the earliest date that such payments may be made without the imposition of such tax.

14. **Acknowledgment of Receipt of Copy**. By execution hereof, the Participant acknowledges having received a copy of the Plan.

PARTICIPANT

____

SURMODICS, INC.

By ______________________________

Name: Bryan K. Phillips

Its: Sr. Vice President, General Counsel & Secretary

SurModics, Inc.
Computation of Ratio of Earnings to Fixed Charges

	Three Months Ended December 31, 2014	Fiscal Year Ended September 30, 2014	2013	2012	2011	2010
Earnings						
Pre-tax income from continuing operations	$5,083,847	$18,471,862	$20,359,694	$16,305,540	$16,528,559	$6,627,208
Add:						
Fixed charges (build up below)	9,571	38,189	19,257	19,797	62,402	70,424
Amortization of capitalized interest	—	—	—	—	—	—
Distributed income of equity investees	—	—	—	—	—	—
Pre-tax losses of equity investees for which charges arising from guarantees are included in fixed charges	—	—	—	—	—	—
Subtract:						
Interest capitalized	—	—	—	—	—	—
Preference security dividend requirement	—	—	—	—	—	—
Non-controlling interest in pre-tax income of subsidiaries that have not incurred fixed charges	—	—	—	—	—	—
Total Earnings Available for Fixed Charges	$5,093,418	$18,510,051	$20,378,951	$16,325,337	$16,590,961	$6,697,632
Fixed charges						
Interest expensed and capitalized	$ —	$ —	$ —	$ —	$ —	$ —
Amortized premiums, discounts and capitalized expenses related to indebtedness	4,455	16,337	—	—	—	—
Estimate of interest within rental expense(a)	5,116	21,852	19,257	19,797	62,402	70,424
Preference security dividend requirements of consolidated subsidiaries	—	—	—	—	—	—
Total Fixed Charges	$ 9,571	$ 38,189	$ 19,257	$ 19,767	$ 62,402	$ 70,424
Ratio of earnings to fixed charges(b)	**532.18x**	**484.70x**	**1058.24x**	**824.65x**	**265.87x**	**95.10x**

(a) Includes that portion of rental expense that management believes is representative of the interest component.

(b) We had no preferred stock outstanding during the periods presented and accordingly, the ratio of earnings to combined fixed charges and preferred stock dividends is equal to the ratio of earnings to fixed charges and is not disclosed separately.

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Gary R. Maharaj, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of SurModics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 4, 2015

Signature: /s/ Gary R. Maharaj
Gary R. Maharaj
President and Chief Executive Officer

Exhibit 31.2

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Andrew D. C. LaFrence, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of SurModics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 4, 2015

Signature: /s/ Andrew D. C. LaFrence
Andrew D. C. LaFrence
Vice President of Finance and Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of SurModics, Inc. (the “Company”) on Form 10-Q for the quarter ended December 31, 2014, as filed with the Securities and Exchange Commission (the “Report”), I, Gary R. Maharaj, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 4, 2015

Signature: /s/ Gary R. Maharaj
Gary R. Maharaj
President and Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of SurModics, Inc. (the “Company”) on Form 10-Q for the quarter ended December 31, 2014, as filed with the Securities and Exchange Commission (the “Report”), I, Andrew D. C. LaFrence, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 4, 2015	Signature:	/s/ Andrew D. C. LaFrence
		Andrew D. C. LaFrence
		Vice President of Finance and Chief Financial Officer